

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

SECOND INTERIM FEE APPLICATION

Name of Applicant: **Butzel Long, a professional corporation**

Time Period: October 1, 2009 through and including January 31, 2010

Role in the Case: Special Counsel to the Official Committee of Unsecured Creditors of
Motors Liquidation Company, f/k/a General Motors Corporation

Current Application: Total Fees Requested: \$258,825.50
Total Expenses Requested: \$12,188.98

Prior Application: First Interim Fee Application, filed November 16, 2009 (Docket No.
4450)
First Interim Compensation Period: June 10, 2009 through and including
September 30, 2009

Total Fees Received: \$190,220.40
Total Expenses Received: \$21,318.21
Holdback: \$47,555.10

**SUMMARY OF SECOND INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR
THE PERIOD OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

NAME OF PROFESSIONAL SHAREHOLDERS	DEPARTMENT¹	YEAR ADMITTED	HOURLY RATE²	TOTAL HOURS BILLED	TOTAL COMPENSATION
Ross Ellick	LIT	1989	\$525.00	47.5	\$24,937.50
			\$495.00	2.1	\$1,039.50
Eric Fisher	LIT, BK	1996	\$525.00	141.3	\$74,182.50
Samuel M. Ofsevit	RE	1981	\$475.00	0.2	\$95.00
Barry N. Seidel	BK	1978	\$725.00	34.5	\$25,012.50
Robert Sidorsky	LIT, BK	1983	\$625.00	0.8	\$500.00
E. Dale Wilson	RE, CORP	1999	\$335.00	1.6	\$536.00
Total Shareholders:				228.0	\$126,303.00

NAME OF PROFESSIONAL ASSOCIATES	DEPARTMENT	YEAR ADMITTED	HOURLY RATE³	TOTAL HOURS BILLED	TOTAL COMPENSATION
Katie L. Cooperman	CORP, BK	2006	\$385.00	169.5	\$65,257.50
			\$395.00	109.0	\$43,055.00
Orlee Goldfeld	LIT, BK	1999	\$395.00	0.2	\$79.00
Total Associates:				278.7	\$108,391.50

¹ BK – Bankruptcy, CORP – Corporate, LIT – Litigation, RE – Real Estate.

² As of the period beginning January 1, 2010, Butzel Long has billed all professionals and paraprofessionals at their standard 2010 rates.

³ *Id.*

NAME OF PROFESSIONAL PARALEGALS	DEPARTMENT	HOURLY RATE⁴	TOTAL HOURS BILLED	TOTAL COMPENSATION
Frederick Capria	LIT	\$235.00 ⁵	21.9	\$5,146.50
		\$245.00	62.4	\$15,288.00
Michelle Ann Pleban	LIT	\$165.00	4.5	\$742.50
Vanessa Lozzi	LIT	\$175.00	2.0	\$350.00
Tonia Borg Renko	LIT	\$165.00	1.2	\$198.00
Alexis L. Richards	LIT	\$150.00	0.4	\$60.00
Kimberly A. Schoening	LIT	\$135.00	15.2	\$2,052.00
		\$140.00	2.1	\$294.00
Total Paralegals:			109.7	\$24,131.00

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Shareholders	\$553.96	228.0	\$126,303.00
Associates	\$388.92	278.7	\$108,391.50
Paralegals	\$219.97	109.7	\$24,131.00
Total Fees Incurred		616.4	\$258,825.50
Blended Attorney Rate	\$463.18		
Total Fees Requested		616.4	\$258,825.50

⁴ *Id.*

⁵ Butzel Long mistakenly billed one paraprofessional at a reduced rate for the October 1, 2009 – October 31, 2009 period (whereby Butzel Long provided an unintended benefit of \$219 to the Debtors' estates). As of the period beginning November 1, 2009, Butzel Long has corrected this mistake and billed such paraprofessional at the rate approved in connection with the retention application.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**SECOND APPLICATION OF BUTZEL LONG, A PROFESSIONAL
CORPORATION, AS SPECIAL COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF MOTORS LIQUIDATION COMPANY,
f/k/a GENERAL MOTORS CORPORATION, FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Butzel Long, a professional corporation (“BL”), Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “Committee”), for its second application (this “Application”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for interim allowance of compensation for professional services performed by BL for the period commencing October 1, 2009, through and including January 31, 2010 (the “Second Compensation Period”), and for reimbursement of its actual and necessary expenses incurred during the Second Compensation Period, respectfully represents:

PRELIMINARY STATEMENT

1. BL’s reputation as a leading law firm in the automotive industry is well-suited to its representation of the Committee. As Special Counsel to the Committee, BL renders its

services on an “as-needed” basis. In connection with its representation of the Committee during the Second Compensation Period, BL’s services have predominately concerned the adversary proceeding commenced on the Committee’s behalf against JPMorgan Chase Bank, N.A. (the “JPMorgan Adversary Proceeding”).

2. BL’s efforts to advise and represent the Committee during the Second Compensation Period, and the professional services performed and expenses incurred in connection therewith, were actual and necessary to preserve and protect the interests of the unsecured creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “Debtors”). BL’s charges for professional services performed and expenses incurred are reasonable under the applicable standards. BL respectfully asks that the Court grant this Application and allow interim compensation for professional services performed and reimbursement of expenses as requested.

BACKGROUND

3. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on June 1, 2009 (the “Petition Date”) in the United States Bankruptcy Court for the Southern District of New York.

4. On June 3, 2009, the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Committee, pursuant to section 1102 of the Bankruptcy Code.

5. On June 30, 2009, the Committee filed an application (the “Retention Application”) with this Court pursuant to section 1103(a) of Title 11 of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules for entry of an order authorizing the employment of BL as Special Counsel to the Committee, nunc pro tunc to June 10, 2009, all as more fully described in the Retention Application (Docket No. 2847).

6. No objections were filed to BL's retention and, on July 13, 2009, this Court entered an order authorizing the employment of BL as Special Counsel to the Committee (Docket No. 3124). The Court's Order went on to state:

Butzel Long shall be compensated for Special Counsel Services performed as of June 10, 2009, and expenses incurred in connection therewith, subject to the approval of this Court and compliance with Section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules of this Court, the United States Trustee's Guidelines for Fees and Disbursements issued by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Butzel Long;

A copy of the above order is attached hereto as Exhibit A and is incorporated herein by reference.

7. On November 16, 2009, BL submitted its First Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From June 10, 2009 Through and Including September 30, 2009 (the "First BL Application"). This Court has not yet considered the First BL Application. The hearing date to consider the First BL Application is set for April 29, 2010.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

8. This Application has been prepared in accordance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (together, the "Local Guidelines"), the United States Trustee Guidelines for

Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the “UST Guidelines”), and this Court’s Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “Administrative Order,” and together with the Local Guidelines and the UST Guidelines, the “Guidelines”). A copy of the Administrative Order is attached hereto as Exhibit B, and incorporated herein by reference.

9. Pursuant to the procedures outlined in the Administrative Order, BL has served a statement of its fees and disbursements accrued for its professional services in the above-captioned matter for the period commencing October 1, 2009 through and including October 31, 2009 (the “October Statement”), for the period commencing November 1, 2009 through and including November 30, 2009 (the “November Statement”), for the period commencing December 1, 2009 through and including December 31, 2009 (the “December Statement”) and for the period commencing January 1, 2010 through and including January 31, 2010 (the “January Statement,” and together with the October Statement, the November Statement and the December Statement, the “BL Statements”) upon the U.S. Trustee, the Debtors, the attorneys for the Debtors and the attorneys for the Committee (collectively, the “Notice Parties”). The Administrative Order provides that the Notice Parties shall have at least 15 days after receipt of a monthly statement to review it, and shall serve any objections to the monthly statement no later than 45 days following the month for which compensation is sought. During the Second Compensation Period, BL has received no notice of objection to any of the BL Statements from any of the Notice Parties.

10. BL seeks allowance of interim compensation for professional services performed during the Second Compensation Period in the amount of \$258,825.50 and for expenses incurred in the rendition of such services in the amount of \$12,188.98. During the Second Compensation Period, BL professionals and paraprofessionals expended a total of 616.4 hours in connection with the necessary services performed.

11. In accordance with the Administrative Order, to date, BL received payments totaling \$129,976.69 for the Second Compensation Period, consisting of \$121,358.80, representing 80% of the fees, and \$8,617.89, representing 100% of expenses, invoiced pursuant to the October, November and December Statements. BL has not yet received payment for any of the fees and expenses invoiced pursuant to the January Statement. The holdback of \$47,555.10 relating to fees requested in the First BL Application remains unpaid and outstanding. Accordingly, BL now seeks approval for all amounts allowed pursuant to the Administrative Order relating to the Second Compensation Period and approval for the Debtors to pay the 20% of fees deferred (as "holdbacks") in accordance with the Administrative Order.

12. There is no agreement or understanding between BL and any other person, other than members of BL, for the sharing of compensation to be received for services rendered in these cases. During the Second Compensation Period, BL has received no payment and no promises of payment from any source (other than the Debtors) for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

13. The fees charged by BL in these cases are billed in accordance with BL's existing billing rates and procedures in effect during the Second Compensation Period.¹ The rates BL

¹ BL mistakenly billed one paraprofessional at a reduced rate for the period covered by the October Statement (whereby BL provided an unintended benefit of \$219 to the Debtors' estates). As of the November Statement, BL has corrected this mistake and billed such paraprofessional at the rate approved in connection with the Retention

charges for the services rendered by its professionals and paraprofessionals in these cases are the same rates BL charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

14. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Second Compensation Period but were not processed prior to the preparation of this Application, BL reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

15. Annexed hereto as Exhibit C is a certification regarding compliance with the Guidelines. As of the time this Application was filed, the chair of the Committee has reviewed this Application and has approved it.

16. Annexed hereto as Exhibit D, pursuant to the UST Guidelines, is a schedule of BL professionals and paraprofessionals who have performed services for the Committee during the Second Compensation Period, the capacities in which each individual is employed by BL, the department in which each practices, the hourly billing rate charged by BL for the services performed by such individuals, the year in which each professional was first licensed to practice law, and the aggregate number of hours expended in these matters and the fees billed therefor.

17. Annexed hereto as Exhibit E is a schedule specifying the categories of expenses for which BL is seeking reimbursement and the total amount for each such expense category. An itemized schedule of all such expenses has been provided to the Debtors, the Court, the attorneys for the Committee and the U.S. Trustee.

Application. In addition, as of the period covered by the January Statement, BL has billed all professionals and paraprofessionals at their standard 2010 rates.

18. Annexed hereto as Exhibit F, pursuant to the UST Guidelines, is a summary of BL's time records relating to the charges for services rendered during the Second Compensation Period using project categories hereinafter described. BL maintains computerized records of the time spent by all BL attorneys and paraprofessionals in connection with its engagement by the Committee.

19. Copies of these computerized records, annexed hereto as Exhibit G, have been furnished to the Debtors, the attorneys for the Debtors, the attorneys for the Committee, the Court and the U.S. Trustee in the format specified by the UST Guidelines.

**SUMMARY OF SERVICES PERFORMED BY
BL DURING THE SECOND COMPENSATION PERIOD**

20. The following is a summary of the significant professional services rendered by BL during the Second Compensation Period, organized in accordance with BL's internal system of project codes. As previously noted, BL's services during the Second Compensation Period have mainly involved the JPMorgan Adversary Proceeding.

a. JPMorgan Avoidance Complaint. On July 31, 2009, the Committee commenced the JPMorgan Adversary Proceeding challenging, *inter alia*, the security interest of more than 400 lenders (the "Defendants") to a certain term loan agreement, dated as of November 29, 2006, as amended by that certain first amendment dated as of March 4, 2009 (as amended, the "Term Loan Agreement"), and sought to recover in excess of \$1.4 billion from each of the Defendants consistent with its percentage interest in the loan made under the Term Loan Agreement. During the Second Compensation Period, BL's professional services in connection with the JPMorgan Adversary Proceeding included: conducting legal research; drafting discovery requests, including interrogatories and requests for production of documents; responding to discovery

requests, including asserting appropriate objections to such requests; reviewing documents to produce and documents produced by JPMorgan and other third parties; taking depositions in Chicago; drafting a motion for summary judgment; and various other tasks.

21. The professional services performed by the professionals and paraprofessionals of BL were rendered by the Bankruptcy, Corporate, Litigation and Real Estate Departments in numerous offices. The professional services performed by BL on behalf of the Committee during the Second Compensation Period required an aggregate expenditure of 616.4 recorded hours by BL's professionals and paraprofessionals. Of the aggregate time expended, 228 recorded hours were expended by shareholders of BL, 278.7 recorded hours were expended by associates of BL and 109.7 recorded hours were expended by paraprofessionals of BL.

22. During the Second Compensation Period, BL billed the Committee for time expended by attorneys based on hourly rates ranging from \$335 to \$725 per hour.

ACTUAL AND NECESSARY DISBURSEMENTS OF BL

23. As set forth in Exhibit E hereto, BL has disbursed \$12,188.98 as expenses incurred in providing professional services during the Second Compensation Period. These expenses are actual, reasonable and necessary in light of the size and importance of the issues faced by the Committee.

24. In connection with the JPMorgan Adversary Proceeding, and preparing for depositions in particular, BL's attorneys and other employees have devoted time during the evenings and on weekends to perform legal services on behalf of the Committee. Such services were essential to meet deadlines.

25. Consistent with firm policy, attorneys and other employees of BL who worked late into the evenings were reimbursed for their cost for transportation from the office to home. BL has not charged the Committee for any meal costs incurred while working at the office late into the evenings. In addition, BL has not charged the Committee for any meal or transportation costs incurred while working on weekends. The reimbursement amounts do not exceed those set forth in the UST Guidelines.

26. With respect to photocopying expenses, BL charges all of its clients \$.18 per page. Overtime expenses totaled less than \$30 for thirty minutes of necessary secretarial services after normal closing hours. Each of these categories of expenses does not exceed the maximum rate set forth in the UST Guidelines. The actual expenses incurred in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Committee.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

27. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 1103 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." *Id.* § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

28. In the instant case, BL respectfully submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for, and beneficial to, the preservation, protection and prosecution of the Committee's rights and claims under this chapter 11 proceeding. Such services and expenditures were necessary to and in the best interests of the Committee. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee and all parties in interest.

29. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, BL sought to minimize the costs of its services to the Debtors by utilizing talented paraprofessionals to handle more routine aspects of case administration. Groups of the same BL attorneys were utilized for similar tasks in these cases to minimize the costs of intra-BL communication and education about the Committee's circumstances.

30. In sum, the services rendered by BL were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

CONCLUSION

31. BL respectfully requests the Court enter an Order authorizing (i) an interim allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the Second Compensation Period in the amount of \$271,014.48, consisting of \$258,825.50, representing 100% of fees incurred during the Second Compensation Period, and reimbursement of \$12,188.98 representing 100% of actual and necessary expenses incurred during the Second Compensation Period; and (ii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to BL's right to seek additional compensation for services performed and expenses incurred during the Second Compensation Period, which were not processed at the time of this Application.

WHEREFORE, BL respectfully requests that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated: New York, New York
March 17, 2010

Respectfully submitted,

BUTZEL LONG, a professional corporation

By: /s/ Barry N. Seidel

Barry N. Seidel

Eric B. Fisher

380 Madison Avenue

New York, NY 10017

(212) 818-1110 Telephone

(212) 818-0494 Fax

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**GENERAL MOTORS CORPORATION, *et al.*,

Debtors.**

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**ORDER AUTHORIZING EMPLOYMENT OF BUTZEL LONG AS SPECIAL
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO JUNE 10, 2009**

Upon the Application, dated June 30, 2009 (the “Application”), of the Official Committee of Unsecured Creditors (the “Committee”), pursuant to Section 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order authorizing the employment of Butzel Long, a professional corporation (“Butzel Long”) as Special Counsel to the Committee, *nunc pro tunc* to June 10, 2009, all as more fully described in the Application; and upon the Declaration of Barry N. Seidel, a shareholder of Butzel Long, dated June 30, 2009, attached to the Application as Exhibit A (the “Seidel Declaration”) and the Schedules appended thereto; and the Court being satisfied, based on the representations made in the Application and the Seidel Declaration that Butzel Long and its shareholders are “disinterested” as such term is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that Butzel Long represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting

C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to (a) the Office of the United States Trustee for Region 2; (b) the attorneys for the United States Department of the Treasury, (c) the attorneys for Export Development Canada, (d) the attorneys for the agent under the Debtors' prepetition secured term loan agreement, (e) the attorneys for the agent under the Debtors' prepetition amended and restated secured revolving credit agreement, (f) the attorneys for the Debtors, (g) the United States Department of Labor, (h) the attorneys for the National Automobile Dealers Association, (i) the U.S. Attorney's Office, and (i) all entities that, on or before June 30, 2009, requested notice in these cases pursuant to Rule 2002 of the Bankruptcy Rules, and the Application having been electronically filed on the docket in this case, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Application (the "Hearing"); and upon the record of the Hearing and all of the proceedings held before the Court; and the Court having found and determined that the relief sought in the Application is in the best interest of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that pursuant to Section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is authorized to employ and retain Butzel Long as its Special Counsel to render the Special Counsel Services (as defined in the Application), in accordance with Butzel Long's normal hourly rates and disbursement policies, all as contemplated by the Application, *nunc pro tunc* to June 10, 2009; and it is further

ORDERED that Butzel Long shall be compensated for Special Counsel Services performed as of June 10, 2009, and expenses incurred in connection therewith, subject to the approval of this Court and compliance with Section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules of this Court, the United States Trustee's Guidelines for Fees and Disbursements issued by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court, for professional services rendered and expenses incurred by Butzel Long; and it is further

ORDERED that notice of this Application as provided therein shall be deemed good and sufficient notice of the Application; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

July 13, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the Motion, dated July 21, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the establishment of certain procedures for interim compensation and reimbursement of professionals, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and upon the objection of the St. Regis Mohawk Tribe (the “**Tribe Objection**”) and the State of New York on behalf of the New York State Department of Environmental Conservation (the “**State Objection**,” and together with the Tribe Objection, the “**Objections**”) to the Motion; and upon the reply (the “**Reply**”) of Debtors to the Objections; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing, and all of the proceedings had before the Court;

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, for the reasons set forth on the record of the Hearing, the Motion is granted as provided herein; and it is further

ORDERED that the Objections are hereby overruled in their entirety; provided, however, that the Debtors shall provide the St. Regis Mohawk Tribe (the “**Tribe**”) and the New York State Department of Environmental Conservation (the “**NYSDEC**”) with the Monthly Letter (as defined below); and it is further

ORDERED that except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all professionals in this case may seek interim compensation in accordance with the following procedure:

- (a) Except as provided in paragraph (b) below, on or before the **30th day** of each month following the month for which compensation is sought, each professional seeking compensation will serve a monthly statement (the “**Monthly Statement**”), by hand or overnight delivery, on (i) the Debtors, Motors Liquidation Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Joseph Smolinsky, Esq.); (iii) the attorneys for the Creditors’ Committee, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq. and Robert Schmidt, Esq.); and (iv) the Office of the United States Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.) (collectively, the “**Notice Parties**”).
- (b) Each professional shall serve the Monthly Statement for the month of June 2009 on or before August 14, 2009.
- (c) The Monthly Statement shall not be filed with the Court and a courtesy copy need not be delivered to Chambers because this Motion is not intended to alter the fee application requirements outlined in sections 330

and 331 of the Bankruptcy Code. Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for the Southern District of New York.

- (d) Each Monthly Statement must contain a list of the individuals and their respective titles (e.g., attorney, paralegal, etc.) who provided services during the period covered by the Monthly Statement, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred (no professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 dated January 30, 1996), and contemporaneously maintained time entries for each individual in increments of **tenths (1/10) of an hour** or as close thereto as practicable.²
- (e) Except as provided for in paragraph (f) below, each Notice Party shall have at least **15 days** after receipt of a Monthly Statement to review it and, if such party has an objection to the compensation or reimbursement sought in a particular Monthly Statement (an “**Objection**”), such party shall, by no later than the **45th day** following the month for which compensation is sought (the “**Objection Deadline**”), serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (f) Each Notice Party shall have at least **15 days** after receipt of the Monthly Statement for June 2009 to review it and, if such party has an Objection, such party shall, by no later than the **60th day** following the end of the month of June 2009, serve upon the professional whose Monthly Statement is objected to, and the other persons designated to receive statements in paragraph (a) above, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- (g) At the expiration of the Objection Deadline, the Debtors shall promptly pay **80%** of the fees and **100%** of the expenses identified in each Monthly Statement to which no Objection has been served in accordance with paragraphs (e) and (f) above.

² The Debtors may seek to modify this requirement in the retention application of certain professionals.

- (h) If the Debtors receive an Objection to a particular Monthly Statement, they shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (g) above.
- (i) If an Objection is resolved and if the party whose Monthly Statement was the subject of the Objection serves on all Notice Parties a statement indicating that the Objection has been withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (g) above, that portion of the Monthly Statement that was withheld is no longer subject to the Objection.
- (j) All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court in accordance with paragraph (l) below.
- (k) The service of an Objection in accordance with paragraph (f) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.
- (l) Commencing with the period ending September 30, 2009, and at four-month intervals thereafter (the "**Interim Fee Period**"), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the "**Retained Professionals**") shall file with the Court an application (an "**Interim Fee Application**") for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than **45 days** after the end of the Interim Fee Period.
- (m) The Debtors' attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the "**Interim Fee Hearing**"). At least **30 days** prior to the Interim Fee Hearing, the Debtors' attorneys shall file a notice with the Court, with service upon the U.S. Trustee and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the Objection Deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to the Debtors' attorneys a fully executed copy with original signatures, along with service copies, three business days before the filing deadline. The Debtors' attorneys shall file and serve such Interim Fee Application.

- (n) Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Statement shall be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided herein until such Interim Fee Application is filed.
- (o) The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- (p) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals.
- (q) The attorneys for the Creditors' Committee may, in accordance with the foregoing procedure for monthly compensation and reimbursement of professionals, collect and submit statements of expenses, with supporting vouchers, from members of the Creditors' Committee; *provided, however*, that these reimbursement requests must comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995; and it is further
- (r) On or before the **30th day** of each month following the month for which compensation is sought, the Debtors will transmit a letter (the "**Monthly Letter**") to (i) the attorneys for the Tribe, McNamee, Lochner, Titus & Williams, P.C., 677 Broadway, Albany, New York 12207 (Attn: John J. Privitera Esq. and Jacob F. Lamme, Esq.) and (ii) the attorneys for the State of New York on behalf of the NYSDEC, New York State Department of Law Environmental Protection Bureau, The Capitol, Albany, New York 12224 (Attn: Maureen F. Leary, Assistant Attorney General) setting forth the aggregate fees and aggregate expenses for the period covered by the Monthly Letter for all retained professionals submitting Monthly Fee Statements. The Tribe and NYSDEC shall have no right to object to or otherwise challenge the Monthly Statements. The Monthly Letter is being provided for informational purposes only.

ORDERED that the Debtors shall include all payments to Retained Professionals on their monthly operating reports, detailed so as to state the amount paid to each Retained Professional; provided however, that amounts paid to Ordinary Course Professionals may be stated in the aggregate on any monthly operating reports; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that any and all other and further notice of the relief requested in the Motion shall be, and hereby is, dispensed with and waived; provided, however, that the Debtors shall serve a copy of this Order on each of the Retained Professionals; and it is further

ORDERED that notice of hearings to consider Interim Fee Applications and final fee applications shall be limited to the Notice Parties and any party who files a notice of appearance and requests notice in these chapter 11 cases; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
August 7, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SECOND
APPLICATION OF BUTZEL LONG, A PROFESSIONAL CORPORATION
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Barry N. Seidel, hereby certify that:

1. I am a shareholder with the applicant firm, Butzel Long, a professional corporation (“BL”), with responsibility as Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “Committee”), in respect of compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the “Fee and Disbursement Guidelines”) and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases Adopted by the Court on April 19, 1995 (together with the Fee and Disbursement Guidelines, the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “Administrative Order,” and together with the Local Guidelines and the UST Guidelines, the “Guidelines”).

2. This certification is made in respect of BL's second application dated March 17, 2010 (the "Application") for interim compensation and reimbursement of expenses for the period commencing October 1, 2009 through and including January 31, 2010 in accordance with the Guidelines.

3. In respect of section A.2 of the Fee and Disbursement Guidelines, I certify that as of the time the Application was filed, the chair of the Committee has reviewed the Application and has approved it.

4. In respect of section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by BL and generally accepted by BL's clients; and
- d. in providing a reimbursable service, BL does not make a profit on that service, whether the service is performed by the applicant in-house or through a third party.

5. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with these provisions requiring it to provide counsel for the Committee, the Trustee and the Debtors with a copy of the Application

6. In respect of section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with these provisions requiring it to provide counsel for the Committee, the Trustee and the Debtors with a statement of BL's fees and disbursements accrued during the previous month.

7. In respect of section B.3 of the Local Guidelines, I certify that the Debtors, the chair of the Committee, and the United States Trustee for the Southern District of New York have all been provided with a copy of the Application on March 5, 2010.

Dated: New York, New York
March 17, 2010

/s/ Barry N. Seidel
Barry N. Seidel

EXHIBIT D

EXHIBIT D

**SUMMARY OF SECOND INTERIM FEE APPLICATION
OF BUTZEL LONG FOR SERVICES RENDERED FOR
THE PERIOD OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

NAME OF PROFESSIONAL SHAREHOLDERS	DEPARTMENT¹	YEAR ADMITTED	HOURLY RATE²	TOTAL HOURS BILLED	TOTAL COMPENSATION
Ross Ellick	LIT	1989	\$525.00	47.5	\$24,937.50
			\$495.00	2.1	\$1,039.50
Eric Fisher	LIT, BK	1996	\$525.00	141.3	\$74,182.50
Samuel M. Ofsevit	RE	1981	\$475.00	0.2	\$95.00
Barry N. Seidel	BK	1978	\$725.00	34.5	\$25,012.50
Robert Sidorsky	LIT, BK	1983	\$625.00	0.8	\$500.00
E. Dale Wilson	RE, CORP	1999	\$335.00	1.6	\$536.00
Total Shareholders:				228.0	\$126,303.00

NAME OF PROFESSIONAL ASSOCIATES	DEPARTMENT	YEAR ADMITTED	HOURLY RATE³	TOTAL HOURS BILLED	TOTAL COMPENSATION
Katie L. Cooperman	CORP, BK	2006	\$385.00	169.5	\$65,257.50
			\$395.00	109.0	\$43,055.00
Orlee Goldfeld	LIT, BK	1999	\$395.00	0.2	\$79.00
Total Associates:				278.7	\$108,391.50

¹ BK – Bankruptcy, CORP – Corporate, LIT – Litigation, RE – Real Estate.

² As of the period beginning January 1, 2010, Butzel Long has billed all professionals and paraprofessionals at their standard 2010 rates.

³ *Id.*

NAME OF PROFESSIONAL PARALEGALS	DEPARTMENT	HOURLY RATE⁴	TOTAL HOURS BILLED	TOTAL COMPENSATION
Frederick Capria	LIT	\$235.00 ⁵	21.9	\$5,146.50
		\$245.00	62.4	\$15,288.00
Michelle Ann Pleban	LIT	\$165.00	4.5	\$742.50
Vanessa Lozzi	LIT	\$175.00	2.0	\$350.00
Tonia Borg Renko	LIT	\$165.00	1.2	\$198.00
Alexis L. Richards	LIT	\$150.00	0.4	\$60.00
Kimberly A. Schoening	LIT	\$135.00	15.2	\$2,052.00
		\$140.00	2.1	\$294.00
Total Paralegals:			109.7	\$24,131.00

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Shareholders	\$553.96	228.0	\$126,303.00
Associates	\$388.92	278.7	\$108,391.50
Paralegals	\$219.97	109.7	\$24,131.00
Total Fees Incurred		616.4	\$258,825.50
Blended Attorney Rate	\$463.18		
Total Fees Requested		616.4	\$258,825.50

⁴ *Id.*

⁵ Butzel Long mistakenly billed one paraprofessional at a reduced rate for the October 1, 2009 – October 31, 2009 period (whereby Butzel Long provided an unintended benefit of \$219 to the Debtors' estates). As of the period beginning November 1, 2009, Butzel Long has corrected this mistake and billed such paraprofessional at the rate approved in connection with the Retention Application.

EXHIBIT E

EXHIBIT E

**EXPENSE SUMMARY BY BUTZEL LONG FOR THE SECOND
INTERIM PERIOD OF OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

EXPENSES	AMOUNT
Copies	\$2,428.38 ¹
Travel	\$160.04
Express Delivery	\$278.20
Computer Research	\$2,806.47
Overtime	\$28.08 ²
Subpoena Service	\$76.80
Document Productions	\$6,402.76 ³
Filing Fees	\$7.20
Special Postal Charges	\$1.05
Total Expenses Requested	\$12,188.98

¹ These charges reflect a fee of \$0.18 per copy.

² These charges reflect thirty minutes of overtime expenses paid for necessary secretarial services after normal closing hours.

³ These charges reflect disbursements made to third parties in connection with discovery. In particular, BL reimbursed Mayer Brown LLP in the amount of \$1,048.15 for its costs incurred in producing documents responsive to BL's subpoena. The remaining \$5,354.61 was paid to third-party vendors as follows: SiteLogic Technologies, LLC received \$2,163.85, Scarab Consulting received \$1,745.83 and Detroit Legal Imaging received \$1,444.93.

EXHIBIT F

EXHIBIT F

**COMPENSATION BY PROJECT CODE FOR
SERVICES RENDERED BY BUTZEL LONG FOR SECOND
INTERIM PERIOD OF OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

PROJECT CODE	PROJECT DESCRIPTION	HOURS	AMOUNT (FEES + EXPENSES)
0001	General Advice	1.7	\$1,157.18
0002	Retention of Butzel Long	5.8	\$2,410.49
0004	Conflict Issues	2.1	\$1,409.14
0005	Butzel Long Fee Applications ¹	100.5	\$36,557.14
0006	JPMorgan Avoidance Complaint	502.8	\$227,303.03
0007	General Motors Nova Scotia Finance Company	3.5	\$2,177.50
TOTAL		616.4	\$271,014.48

¹ Project code 0005 includes disbursements and fees incurred in connection with preparing monthly fee statements, monthly budgets and fee applications.

EXHIBIT G

BUTZEL LONG

ATTORNEYS AND COUNSELORS

a professional corporation

Tax I.D. No.:

Suite 100 150 West Jefferson
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www.butzel.com

UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 18, 2009

Invoice No. 8448133

Account Number 000141216-0001

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009
Matter: GENERAL ADVICE

Professional Services			
Timekeeper			Total

Shareholder			
Barry N. Seidel	0.20	hours at \$725.00	\$145.00
Total For Shareholder	0.20		\$145.00

Current Fees:	145.00
Current Disbursements:	0.00
Total Current Invoice:	145.00
Total Balance Due:	\$145.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 18, 2009

Account Number: 000141216-0001

Invoice No. 8448133

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/14/09	BNS	Review FTI presentation of status of GM bankruptcy.	0.20

PROFESSIONAL SERVICES

145.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 18, 2009

Invoice No. 8448134

Account Number 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total

Shareholder

Barry N. Seidel

0.70

hours at

\$725.00

\$507.50

Total For Shareholder

0.70

\$507.50

Associate

Katie L. Cooperman

1.40

hours at

\$385.00

\$539.00

Total For Associate

1.40

\$539.00

Current Fees:	1,046.50
Current Disbursements:	0.00
Total Current Invoice:	1,046.50
Total Balance Due:	\$1,046.50

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November 18, 2009

Account Number: 000141216-0002

Invoice No. 8448134

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/12/09	BNS	Review and revise Seidel 2014 declaration (0.6); Office conference with Cooperman re: same (0.1).	0.70
10/12/09	KLC	Office conference with Seidel re: declaration supplement.	0.10
10/13/09	KLC	Revise B. Seidel supplemental declaration re: Delphi and Deutsche (1.2); correspondence to B. Seidel re: same (0.1).	1.30
PROFESSIONAL SERVICES			1,046.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 18, 2009

Account Number 000141216-0005

Invoice No. 8448136

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: BUTZEL LONG FEE APPLICATIONS

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.30	hours at	\$525.00	\$157.50
Total For Shareholder	0.30			\$157.50
Associate				
Katie L. Cooperman	25.40	hours at	\$385.00	\$9,779.00
Total For Associate	25.40			\$9,779.00
Paralegal II				
Frederick Capria	13.00	hours at	\$235.00	\$3,055.00
Total For Paralegal II	13.00			\$3,055.00

Disbursements	
Description	Total
Copies	\$31.68
Express Delivery Charges	\$49.10
Total Disbursements	\$80.78

Current Fees:	12,991.50
Current Disbursements:	80.78
Total Current Invoice:	13,072.28
Total Balance Due:	\$13,072.28

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November 18, 2009

Invoice No. 8448136

Account Number: 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/01/09	KLC	Office conference with F. Capria re: fee application.	0.10
10/01/09	FJC	Research re rules for and form of fee application in SDNY Bankruptcy court (0.4); Continue drafting fee application (3.4); Office conference with Cooperman re: same (0.1).	3.90
10/05/09	KLC	Correspondence to and from K. Herrick (Accounting) re: proformas.	0.10
10/05/09	FJC	Continue and complete first draft of application for interim compensation (3.2); Forward same to K. Cooperman via e-mail (0.1).	3.30
10/07/09	FJC	Westlaw research re bankruptcy forms pertaining to applications for compensation.	0.20
10/08/09	KLC	Correspondences to and from T. Clifton (Accounting) re: profarma (0.2).	0.20
10/09/09	KLC	Review proforma re: monthly statement (0.5); Correspondences to and from accounting re: same (0.1).	0.60
10/11/09	KLC	Initial revision of fee application (3); Revise September proforma (0.4); Correspondence to F. Capria re: time entry (0.1).	3.50

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PROFESSIONAL SERVICES posted through October 31, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/12/09	KLC	Correspondences to and from accounting re: proforma (0.2); Review revised proforma (0.3).	0.50
10/18/09	KLC	Draft correspondence to E. Fisher re: retention fee explanation (1); Correspondences to E. Fisher re: scope of conflict check (0.2).	1.20
10/19/09	E.F.	Draft written statement regarding fee application.	0.30
10/19/09	KLC	Review explanation regarding retention/fee statement.	0.30
10/21/09	KLC	Revise proformas for second monthly statement (0.3); correspondences to L. Shruga (Accounting) re: same (0.2).	0.50
10/22/09	KLC	Revise monthly statement (0.8); correspondences to F. Capria re: same (0.1); correspondences to and from accounting re: same (0.1); correspondence from B. Seidel re: fee application (0.1).	1.10
10/22/09	FJC	Research re disbursements (0.2); Begin review of monthly fees charges (0.5).	0.70
10/23/09	FJC	Continue and complete reviewing of numbers on monthly statement (0.2); E-mail to K. Cooperman re same (0.1).	0.30
10/25/09	KLC	Revise fee application.	3.00
10/26/09	KLC	Correspondences to and from accounting re: proforma revisions (0.2); Correspondence to	0.40

Ann Arbor Bloomfield Hills Boca Raton Detroit Lansing New York Palm Beach Washington D.C.

Alliance Offices Beijing Shanghai Mexico City Monterrey Member Lex Mundi www.butzel.com

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PROFESSIONAL SERVICES posted through October 31, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Seidel and Fisher re: monthly statement (0.1); Correspondences to and from Capria re: EPIQ (0.1).	
10/26/09	FJC	Telephone calls to vendor re questions on invoice (0.1); E-mails to and from K. Cooperman re status of same (.1).	0.20
10/27/09	KLC	Correspondences to and from Capria re: Epiq (0.1); Revise second monthly statement re: same (0.2).	0.30
10/27/09	FJC	Multiple telephone calls with vendor re explanation of services invoiced (0.6); E-mails with K. Cooperman re results of investigation of same (0.2).	0.80
10/28/09	KLC	Revise monthly fee statement (0.1); Revise fee application (2).	2.10
10/29/09	KLC	Review order re: fee application (0.3); Review trustee powerpoint presentation re: same (0.4); Revise fee application (3.2); Draft certification re: guidelines (1.3).	5.20
10/30/09	KLC	Correspondences to and from F. Capria re: fee application and trustee guidelines (0.1); Telephone calls with F. Capria re: same (0.1); Office conference with F. Capria re: same (0.8); Telephone call from J. Sharret (Kramer Levin) re: same (0.2); Review code sections cited in fee application (0.5); Revise fee application (2.3).	4.00

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November 18, 2009

Invoice No. 8448136

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/30/09	FJC	Telephone calls with K. Cooperman re assignments for fee application (0.1); Meeting with Cooperman re same (0.8); Make edits in draft filings (0.7); Review materials sent by Bankruptcy Trustee re electronic data required (0.2); Telephone call with Trustee's office re same (0.2); Download and divide documents into individual draft exhibits (0.1); Go over arithmetic of all fees and disbursements (1.0); Edit all draft submissions with current fee and disbursement numbers (0.4); Forward all revisions to Cooperman (0.1).	3.60
10/31/09	KLC	Revise fee application (1); Review trustee guidelines (0.5); Revise exhibits to fee application (0.8).	2.30
PROFESSIONAL SERVICES			12,991.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 18, 2009

Invoice No. 8448137

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total
Shareholder				
Ross Ellick	17.10	hours at	\$525.00	\$8,977.50
Eric Fisher	17.50	hours at	\$525.00	\$9,187.50
Barry N. Seidel	3.50	hours at	\$725.00	\$2,537.50
Total For Shareholder	38.10			\$20,702.50
Associate				
Katie L. Cooperman	16.10	hours at	\$385.00	\$6,198.50
Total For Associate	16.10			\$6,198.50
Paralegal II				
Frederick Capria	8.90	hours at	\$235.00	\$2,091.50
Total For Paralegal II	8.90			\$2,091.50

Disbursements	
Description	Total
Copies	\$90.36
Travel Expenses	\$41.84
Total Disbursements	\$132.20

Current Fees:	28,992.50
Current Disbursements:	132.20
Total Current Invoice:	29,124.70
Total Balance Due:	\$29,124.70

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November 18, 2009

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(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/02/09	E.F.	Review and revise initial disclosures.	0.90
10/02/09	KLC	Draft Plaintiff's initial disclosures (3.3); Correspondence to E. Fisher re: same (0.1).	3.40
10/05/09	E.F.	Review and revise initial disclosures (4.); Office conference with Cooperman re: same (0.3); Prepare for court conference in adversary proceeding (1.0).	5.30
10/05/09	KLC	Office conference with E. Fisher re: initial disclosures.	0.30
10/06/09	E.F.	Prepare for conference before Judge Gerber (1.0); memorandum to Committee regarding same (0.3); participate in court conference regarding adversary proceeding (1.0); revisions to initial disclosures (0.8).	3.10
10/06/09	BNS	Attend pretrial conference regarding adversary proceeding with E. Fisher and Cooperman (9:30a-10:30a)(1.0); Review initial disclosure (0.5); And E. Fisher email to Committee (0.2).	1.70
10/06/09	KLC	Status conference regarding adversary proceeding (1.0); Revise plaintiff's initial disclosures regarding same (0.8).	1.80

BUTZEL LONG

ATTORNEYS AND COUNSELORS

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

November 18, 2009

Invoice No. 8448137

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through October 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/07/09	E.F.	Review answer and initial disclosures served by JPMorgan (.5); e-mail with Cooperman regarding follow-up to same (.2).	0.70
10/07/09	KLC	Correspondences to J. Collagy (Kelley Drye) regarding Plaintiff's initial disclosures (0.2); Review some (0.2); E-mail with E. Fisher re: same (0.2).	0.60
10/08/09	E.F.	Meet with Cooperman regarding discovery issues (0.2); review JPM answer and disclosures (0.4).	0.60
10/08/09	KLC	Office conference with E. Fisher re: discovery issues (0.2); Correspondence from E. Fisher re: same (0.1).	0.30
10/08/09	KLC	Revise Mayer Brown subpoena attachment (0.3); correspondence to E. Fisher re: same (0.1).	0.40
10/08/09	FJC	Create CaseMap database of items filed in adversary action (1.1); Print out and review JPM answer to complaint (0.3); Print out and review summons (0.2); Begin editing information re named defendants utilizing information from JPM answer (2.7).	4.30
10/09/09	E.F.	Review and revise subpoena to Mayer Brown.	0.50
10/09/09	FJC	Continue and complete corrections of named defendants from Summons using information from JPM Answer and Complaint (4.0).	4.00
10/14/09	E.F.	Review and revise subpoena addendum.	0.30
10/15/09	E.F.	Draft discovery requests.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/16/09	RJE	Office conference with Eric Fisher and Katie Cooperman regarding preparation of discovery demands.	0.40
10/16/09	E.F.	Review JPMorgan interrogatories and document requests (0.5); Meet with Ellick and Cooperman regarding drafting discovery requests (0.4).	0.90
10/16/09	KLC	Office conference with Ellick and Fisher re: avoidance complaint strategy (0.4); Review docket re: proposed scheduling order (0.1); Draft summary of document requests for JPMorgan (0.4); Correspondence to R. Ellick re: same (0.1); Correspondence from E. Fisher re: JPMorgan discovery (0.2).	1.20
10/18/09	RJE	Review of pleadings (1.); Drafting of document requests to JPM (1.).	2.00
10/19/09	RJE	Preparation and revision of document demands (2.); Review of pleadings (2.2); Conference with Fisher re: subpoena and discovery (0.3).	4.50
10/19/09	E.F.	Conference with Ellick about subpoena and discovery requests.	0.30
10/19/09	KLC	Correspondences to R. Ellick re: Mayer Brown subpoena (0.4).	0.40
10/20/09	RJE	Preparation and revision of document requests (2.6); Office conferences with Eric Fisher and Katie Cooperman regarding same (0.4).	3.00

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10/20/09	E.F.	Revise document requests (0.4); Meet with Ellick and Cooperman regarding discovery issues (0.4).	0.80
10/20/09	KLC	Office conference with Ellick and Fisher re: JPMorgan adversary proceeding (0.4); Revise JPMorgan document requests (0.9); Correspondence to E. Fisher re: same (0.1); Determine deadline to respond to JPMorgan discovery (0.3).	1.70
10/20/09	FJC	Research re potential conflict (0.5); E-mail to E. Fisher re results of same (0.1).	0.60
10/21/09	RJE	Preparation and revision of written interrogatories.	1.00
10/22/09	RJE	Preparation and revision of interrogatories.	2.30
10/22/09	E.F.	Meet with Seidel regarding interrogatories.	0.30
10/22/09	BNS	Conference with E. Fisher regarding interrogatories.	0.30
10/22/09	KLC	Revise interrogatories for JPMorgan (0.5).	0.50
10/23/09	RJE	Preparation and revision of subpoena to Mayer Brown.	2.50
10/23/09	KLC	Revise Mayer Brown subpoena attachment (0.5); Prepare Mayer Brown subpoena (1.4); Correspondence to E. Fisher re: same (0.1).	2.00
10/24/09	E.F.	Revise subpoena requests.	0.30

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/25/09	E.F.	Revise interrogatories and schedule to Mayer Brown Subpoena (.4); e-mail to Cooperman, Ellick and Seidel regarding same (.2).	0.60
10/26/09	BNS	Review subpoena, interrogatories and document requests (0.7).	0.70
10/26/09	KLC	Revise Mayer Brown subpoena (0.7); Revise JPMorgan interrogatories (0.2); Revise JPMorgan document requests (0.8); Correspondence to Seidel and Fisher re: same (0.1).	1.80
10/27/09	RJE	Email correspondences regarding draft discovery demands.	1.00
10/27/09	E.F.	Review scheduling order (.2); e-mails with Cooperman, Ellick and Seidel regarding discovery requests (.2).	0.40
10/27/09	KLC	Draft email to R. Gordon (Mayer Brown) re: subpoena (0.1); Review docket regarding entry of scheduling order (0.1); Correspondence to and from Fisher re: same (0.2).	0.40
10/28/09	RJE	Review of e-mail correspondence regarding discovery.	0.40
10/28/09	E.F.	Review, revise and finalize subpoena, document requests and interrogatories.	2.00
10/28/09	BNS	Review and consider drafts of interrogatories and subpoenas for JPM and Mayer Brown.	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
10/28/09	KLC	Correspondence from B. Seidel re: subpoena (0.1); Revise same (0.8); Correspondence to R. Gordon (Mayer Brown) re: subpoena (0.1); Calendar discovery due dates (0.2); Correspondence from E. Fisher re: same (0.1).	1.30
10/29/09	E.F.	Review docket entries and case management order.	0.20

PROFESSIONAL SERVICES

28,992.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

December 8, 2009

Account Number 000141216-0001

Invoice No. 8450176

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2009

RE: GENERAL ADVICE

Professional Services				
Timekeeper				Total

Shareholder				
Eric Fisher	0.40	hours at	\$525.00	\$210.00
Barry N. Seidel	0.30	hours at	\$725.00	\$217.50
Total For Shareholder	0.70			\$427.50

Disbursements	
Description	Total
Copies	\$4.68
Total Disbursements	\$4.68

Current Fees:	427.50
Current Disbursements:	4.68
Total Current Invoice:	432.18
Total Balance Due:	\$432.18

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UNSECURED CREDITORS COMMITTEE OF
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December 8, 2009

Account Number: 000141216-0001

Invoice No. 8450176

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2009

RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/16/09	E.F.	Review e-mail correspondence from KL regarding status of case and update to Committee.	0.20
11/17/09	E.F.	Review correspondence from Kramer Levin.	0.20
11/24/09	BNS	Review FTI report.	0.30
PROFESSIONAL SERVICES			427.50

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UNSECURED CREDITORS COMMITTEE OF
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December 8, 2009

Invoice No. 8450177

Account Number 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2009

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	0.10	hours at	\$525.00	\$52.50
Barry N. Seidel	0.50	hours at	\$725.00	\$362.50
Total For Shareholder	0.60			\$415.00
Associate				
Katie L. Cooperman	1.40	hours at	\$385.00	\$539.00
Total For Associate	1.40			\$539.00
Paralegal III				
Michelle Ann Pleban	0.50	hours at	\$165.00	\$82.50
Total For Paralegal III	0.50			\$82.50
Paralegal II				
Frederick Capria	0.90	hours at	\$245.00	\$220.50
Total For Paralegal II	0.90			\$220.50

Disbursements	
Description	Total
Copies	\$12.06
Search Charges	\$14.23
Total Disbursements	\$26.29

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Invoice No. 8450177

Account Number 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2009

RE: RETENTION OF BUTZEL LONG

Current Fees:	1,257.00
Current Disbursements:	26.29
Total Current Invoice:	1,283.29
Total Balance Due:	\$1,283.29

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December 8, 2009

Account Number: 000141216-0002

Invoice No. 8450177

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/24/09	BNS	Update and revise disclosure affidavit.	0.50
11/30/09	E.F.	Conference with Cooperman regarding disclosure affidavit.	0.10
11/30/09	KLC	Conference with Fisher regarding disclosure affidavit.	0.10
11/30/09	KLC	Revise Seidel declaration supplement re: Deutsche Bank and Delphi (0.6); prepare same for filing (0.5); coordinate certificate of service filing re: same (0.2).	1.30
11/30/09	MAP	Prepare certificate of service for Seidel declaration and disclosure statement.	0.50
11/30/09	FJC	E-mail with K. Cooperman re filing and service of supplemental declaration of B. Seidel (.2); review declaration and prepare for electronic filing (.2); electronically file supplemental declaration (.5).	0.90
PROFESSIONAL SERVICES			1,257.00

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UNSECURED CREDITORS COMMITTEE OF
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December 8, 2009

Account Number 000141216-0005

Invoice No. 8450178

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2009

RE: BUTZEL LONG FEE APPLICATIONS

Professional Services				
Timekeeper				Total
Shareholder				
Eric Fisher	1.20	hours at	\$525.00	\$630.00
Barry N. Seidel	2.70	hours at	\$725.00	\$1,957.50
Total For Shareholder	3.90			\$2,587.50
Associate				
Katie L. Cooperman	21.70	hours at	\$385.00	\$8,354.50
Total For Associate	21.70			\$8,354.50
Paralegal II				
Frederick Capria	17.70	hours at	\$245.00	\$4,336.50
Total For Paralegal II	17.70			\$4,336.50

Disbursements	
Description	Total
Copies	\$41.76
Express Delivery Charges	\$53.58
Travel Expenses	\$49.00
Total Disbursements	\$144.34

Current Fees:	15,278.50
Current Disbursements:	144.34
Total Current Invoice:	15,422.84
Total Balance Due:	\$15,422.84

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December 8, 2009

Invoice No. 8450178

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/01/09	KLC	Correspondence to Seidel re: fee application (0.2); correspondence to and from Ellick re: rate (0.1).	0.30
11/02/09	KLC	Telephone call to Capria re: ASCII submission (0.2); correspondence to M. Brown (Accounting) re: same (0.1); telephone call from M. Brown re: same (0.2); conference call with F. Capria and accounting (0.4); draft timekeeper file summary (0.5); draft expense file summary (0.5); draft case code summary (0.5); correspondences to and from L. Shruga (Accounting) re: same (0.1); telephone calls with L. Shruga re: same (0.3).	2.80
11/02/09	FJC	Telephone calls with K. Cooperman re submission to Bankruptcy Trustee (.2); attend conference call with Cooperman and accounting department re same (.4); review spreadsheets created in connection with submission to Trustee (.4); telephone calls to Trustees office (.2).	1.20
11/03/09	KLC	Office conference with Capria re: accounting call for ASCII files (0.8); prepare files for initial set-up (0.5); correspondences to Capria re: same (0.2).	1.50
11/03/09	FJC	Telephone call from office of the Bankruptcy Trustee (.1); review ASCII files created for	1.70

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		submission to Trustee and edit same (.2); office conference with K. Cooperman, accounting and IT personnel re electronic information to be submitted to Trustee (.8); saved revised ASCII format files (.2); test data for smooth importing to spreadsheet (.4).	
11/04/09	BNS	Telephone conference with C. Basler (Alix) regarding percentage of BL time for fee application and retention (.3); review and revise letter to C. Basler (.1).	0.40
11/04/09	KLC	Correspondences to Fisher re: fee application review (0.1); correspondence to Capria re: ASCII files (0.1); correspondence to Seidel re: trustee guidelines (0.1).	0.30
11/05/09	BNS	Review fee application (.4); and discuss with K. Cooperman (.1).	0.50
11/05/09	KLC	Office conference with Seidel re: fee application revisions (0.1); revise fee application and exhibits (1.2).	1.30
11/05/09	FJC	E-mails with case team re submission of data to U.S. Trustee (.1); prepare and review submissions (.5); e-mail data to U.S. Trustee (.1); telephone call to Trustee's office to confirm receipt of submission (.1).	0.80
11/06/09	E.F.	Review and revise fee application.	1.00
11/06/09	BNS	Review revised fee application.	0.20

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11/06/09	KLC	Telephone calls to accounting re: certification guidelines (0.4); correspondences to time keepers re: same (0.5); revise fee application (2.5); telephone calls to Capria re: transmission (0.4); correspondences to Capria re: same (0.4).	4.20
11/06/09	FJC	Begin preparation of document images for electronic submission to U.S. Trustee (.9); telephone call to U.S. Trustee's office re procedure (.1); research re e-mail addresses for U.S. Trustee and other recipients (.3); revise images with updated versions of fee application (.3); set up e-mail listing and send out images to Trustee and others (.3); attention to problem concerning e-mail recipient (.3).	2.20
11/09/09	KLC	Correspondences to and from Accounting re: rates.	0.10
11/09/09	FJC	E-mail to case team re receipt of electronic transmission of fee application.	0.10
11/10/09	KLC	Telephone calls to Capria re: ASCII format (0.3); telephone call from Sherett (Kramer Levin) re: same (0.1); correspondence to accounting re: same (0.1).	0.50
11/10/09	FJC	Telephone calls with U.S. Trustee's office re electronic submission of fee application (.2); revise application and convert same into text file (1.2); e-mail application to U.S. Trustee (.1).	1.50

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/11/09	KLC	Correspondences to and from accounting re: ASCII files (0.6); telephone calls with Capria re: same (0.2).	0.80
11/11/09	FJC	Telephone conference with K. Cooperman re files to be sent to U.S. Trustee's office (.2).	0.20
11/12/09	KLC	Telephone call to Fisher re: fee application (0.1); telephone calls to Capria re: same (0.1), e-mail to D. Vanaskey (committee chair) re: review (0.1); correspondences from accounting re: ASCII files (0.5); review and revise ASCII files (2.1).	2.90
11/12/09	FJC	Telephone call to U.S. Trustee's office (.1); telephone call to Judge Gerber's clerk re courtesy copy of fee application (.1); review ASCII files sent by accounting (.2); print out hard copy of exhibit to fee application (.1); divide tasks with K. Cooperman (.2); review ASCII files comparing data with exhibit, editing where necessary (2.3); check remaining ASCII files and edit where necessary (.5); combine ASCII files (.3); forward via e-mail attachment, revised, consolidated ASCII file to U.S. Trustee (.2).	4.00
11/13/09	BNS	Redraft letter to C. Basler regarding Butzel Long fees.	1.30
11/13/09	FJC	Telephone call with U.S. Trustee's office re electronic submission of data (.3); e-mails with case team re status of submissions and remaining tasks (.4).	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/16/09	KLC	Correspondence to D. Vanaskey (committee chair) re: fee application (0.1); review and revise proformas for time in October (0.8); revise fee application and certification (1); coordinate and file fee application (1.6).	3.50
11/16/09	FJC	Meeting with K. Cooperman re filing of application and courtesy copies of same (.2); arrange for delivery of courtesy copies (.1); prep images of exhibits to application to be electronically filed with court (.2); print out and create sets of hard copies of exhibits for hand delivery (.4); prepare images of remainder of application for filing (1.2); redact information off of hard copy of exhibit and re-scan same (.3); prep labels for hand delivery of hard copies (.1); assemble images of revised fee application and e-mail same to U.S. Trustee (.5).	3.00
11/17/09	KLC	Correspondences with accounting re: proformas for October time (0.2); correspondence from J. Sharret (Kramer Levin) re: fee hearing date (0.1).	0.30
11/17/09	FJC	Delivery of hard copy of Fee Application to office of the U.S. Trustee (.8) arrange for delivery of same (.2).	1.00
11/18/09	KLC	Coordinate October proforma review.	0.30
11/21/09	KLC	Revise October invoices (0.5); begin preparation of October monthly statement (0.2).	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/22/09	KLC	Draft October monthly statement.	0.90
11/23/09	KLC	Revise October monthly statement (0.4); correspondences to and from accounting re: revisions (0.1); correspondence to Seidel, Capria and Fisher re: October monthly statement review (0.1).	0.60
11/23/09	FJC	E-mail to T. Clifton attaching original and corrected ASCII files of invoice data sent to U.S. Trustee, with explanation of changes necessary.	0.20
11/24/09	E.F.	Review monthly fee statement.	0.20
11/24/09	BNS	Review October Butzel Long Fee Statement.	0.30
11/25/09	FJC	Review October Monthly Statement, checking all figures (.7).	0.70
11/30/09	KLC	Revise October monthly statement and cover letter (0.6); telephone call with Capria re: same (0.1).	0.70
11/30/09	FJC	Telephone call with K. Cooperman re revised Monthly Statement (.1); review revisions and comment to Cooperman via e-mail (.3).	0.40
PROFESSIONAL SERVICES			15,278.50

BUTZEL LONG

ATTORNEYS AND COUNSELORS

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

December 8, 2009

Invoice No. 8450179

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through November 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total
Shareholder				
Ross Ellick	7.60	hours at	\$525.00	\$3,990.00
Eric Fisher	17.60	hours at	\$525.00	\$9,240.00
Robert Sidorsky	0.20	hours at	\$625.00	\$125.00
Barry N. Seidel	1.80	hours at	\$725.00	\$1,305.00
Total For Shareholder	27.20			\$14,660.00
Associate				
Katie L. Cooperman	16.50	hours at	\$385.00	\$6,352.50
Total For Associate	16.50			\$6,352.50
Paralegal II				
Frederick Capria	0.50	hours at	\$245.00	\$122.50
Total For Paralegal II	0.50			\$122.50

Disbursements	
Description	Total
Copies	\$577.98
Special Postal Charges	\$1.05
Total Disbursements	\$579.03

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

Current Fees:	21,135.00
Current Disbursements:	579.03
Total Current Invoice:	21,714.03
Total Balance Due:	\$21,714.03

Ann Arbor Bloomfield Hills Boca Raton Detroit Lansing New York Palm Beach Washington D.C.

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/02/09	E.F.	Meet with Cooperman regarding responses to discovery requests (.5); review interrogatories and document requests to prepare responses (.1).	0.60
11/02/09	KLC	Review JPM interrogatories (0.8), review JPMorgan document demands (1); office conference with Fisher re: same (0.5); correspondences to Fisher re: Mayer Brown Subpoena (0.1); review correspondences from E. Fisher re: samples (0.2).	2.60
11/03/09	RJE	Review responses to discovery demands.	0.80
11/03/09	KLC	Correspondence to Fisher re: Mayer Brown service.	0.40
11/04/09	E.F.	Prepare responses to discovery requests (.4); review status of adversary proceeding and tasks in progress (.2).	0.60
11/04/09	KLC	Correspondence from Fisher re: term loan agreement (0.1); review same re: indemnification and exculpation (0.3).	0.40

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/04/09	FJC	Research re particular defendants in avoidance complaint (.1); E-mail to E. Fisher re results of same (.1).	0.20
11/05/09	E.F.	Memorandum to Committee concerning status of adversary proceeding (.4); analyze JPM indemnification issue (.4).	0.80
11/05/09	KLC	Correspondence to Fisher re: indemnification (0.3); telephone call from Fisher re: JPMorgan deadlines (0.1).	0.40
11/06/09	E.F.	Conference with Seidel regarding discovery issues and strategy.	0.40
11/06/09	BNS	Conference with E. Fisher regarding KD&W fees regarding adversary proceeding and strategy.	0.40
11/07/09	KLC	Revise responses to JPMorgan's document requests (2.0); correspondence to Fisher and Ellick re: GM discovery (0.2).	2.20
11/07/09	KLC	Draft responses to JPMorgan's interrogatories.	1.50
11/08/09	E.F.	Review draft responses to interrogatories and document requests (.4); e-mail with Cooperman regarding same (.1).	0.50
11/08/09	KLC	Revise responses to JPM interrogatories (0.5); draft document requests to GM (0.5); correspondence to Fisher and Ellick re: same (0.2).	1.20

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/09/09	RJE	Review and revision of responses to document demands and interrogatories (0.7); office conference with Katie Cooperman regarding same (0.3).	1.00
11/09/09	E.F.	Teleconference with Mayer Brown regarding subpoena (.1); revise discovery responses to JPM (.2).	0.30
11/09/09	KLC	Office conference with Ellick re: JPM discovery (0.3); revise responses to JPM document demands (0.3).	0.60
11/10/09	RJE	Review of e-mail correspondence regarding responses to discovery demands.	0.20
11/10/09	E.F.	Conference with Seidel regarding subpoena.	0.30
11/10/09	BNS	Conference with E. Fisher regarding Mayer Brown subpoena and payment of costs of adversary proceeding defense (.3); follow up with C. Basler (Alix) (.1).	0.40
11/10/09	KLC	Revise responses to JPM document requests (0.8); revise responses to JPM interrogatories (0.8); gather documents to produce (0.5); correspondences to Fisher and Ellick re: same (0.1).	2.20

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/11/09	RJE	Office conference with Eric Fisher and Katie Cooperman re: Mayer Brown (0.5); conference call with Mayer Brown regarding good faith discussions regarding subpoena (0.3).	0.80
11/11/09	E.F.	Teleconference with Fern Bomchill at Mayer Brown regarding subpoena (.3); meet with Ellick and Cooperman regarding same (.5); teleconference with A. Katz regarding document production (.2); prepare for call with Mayer Brown regarding scope of subpoena (.8).	1.80
11/11/09	KLC	Office conference with Fisher and Ellick re: Mayer Brown Subpoena.	0.50
11/12/09	E.F.	Revise discovery requests (.6); teleconference with Seaport investment fund regarding status of adversary proceeding (.3).	0.90
11/13/09	RJE	E-mail correspondence with Eric Fisher and Katie Cooperman regarding interrogatory responses.	0.30
11/13/09	E.F.	Revise interrogatory responses and e-mails with Cooperman regarding same.	0.90
11/15/09	E.F.	Revise document responses and interrogatory responses.	2.90
11/16/09	E.F.	E-mails with Callagy (KD&W) regarding discovery issues (.2); review and revise discovery responses (.9).	1.10

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/16/09	KLC	Correspondence to and from J. Sharret (Kramer Levin) re: Committee members (0.1); revise document responses to JPM demands (0.6); revise responses to JPM interrogatories (0.6); correspondences with Fisher re: same (0.2).	1.50
11/17/09	RJE	Review of proposed protective order.	1.00
11/17/09	E.F.	E-mails to Seidel regarding discovery responses (.2); e-mails with JPM regarding protective order (.1); review protective order (.2); e-mails with Ellick regarding same (.1).	0.60
11/17/09	KLC	Revise responses to JPMorgan interrogatories.	0.50
11/18/09	RJE	Telephone conference with counsel for JP Morgan regarding protective order (.2); review of proposed protective order (.5); office conference with Robert Sidorsky regarding protective order (.2); review of e-mails regarding interrogatory responses (.3).	1.20
11/18/09	RS	Office conference with R. Ellick regarding protective order.	0.20
11/18/09	BNS	Review draft responses to document requests and interrogatories and provide comments regarding same.	0.70

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/18/09	KLC	Correspondences with Capria re: summons service date (0.2); correspondence to Committee re: responses to JPM interrogatories and document demands (0.1); correspondence to and from M. Williams (Gibson Dunn) re: same (0.1); correspondences from K. Martorana (Gibson Dunn) re: same; correspondence to Committee re: protective order (0.1).	0.50
11/18/09	FJC	Recalculate date service of complaint must be completed (.2); calendar date for case team (.1).	0.30
11/19/09	RJE	E-mail correspondence regarding interrogatory responses.	0.70
11/19/09	E.F.	Conference with Seidel regarding discovery responses.	0.30
11/19/09	BNS	Conference with E. Fisher regarding responses to interrogatories and committee concerns.	0.30
11/19/09	KLC	Correspondences from committee members re: interrogatory responses (0.2); correspondence to and from M. Williams (Gibson Dunn) re: Kelley Drye (0.1).	0.30
11/20/09	RJE	Attention to revision of proposed protective order.	0.50

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PROFESSIONAL SERVICES posted through November 30, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
11/20/09	E.F.	Revise, finalize, and serve discovery responses (2.2); draft letter to JPM counsel (.4); review protective order and e-mails with Ellick regarding same (.6).	3.20
11/23/09	RJE	Attention to execution of protective order.	0.30
11/23/09	E.F.	Review documents for production to JPM.	1.90
11/24/09	RJE	Attention to preparation of Schedule B to Protective Order (.6); attention to execution of Protective Order (.2).	0.80
11/24/09	E.F.	E-mails with Ellick regarding protective order (.2); e-mails with Bomchill (Mayer Brown) regarding Mayer Brown production (.1).	0.30
11/24/09	KLC	Correspondences to Ellick re: committee members.	0.20
11/30/09	E.F.	Conference with Cooperman regarding review of Mayer Brown documents.	0.20
11/30/09	KLC	Office conference with Fisher re: Mayer Brown document review (0.2); review documents produced by Mayer Brown (1.3).	1.50
PROFESSIONAL SERVICES			21,135.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2010

Invoice No. 8453466

Account Number 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2009

RE: RETENTION OF BUTZEL LONG

Professional Services				
Timekeeper				Total
Paralegal II				
Frederick Capria	0.30	hours at	\$245.00	\$73.50
Total For Paralegal II	0.30			\$73.50

Disbursements	
Description	Total
Filing Fees	\$7.20
Total Disbursements	\$7.20

Current Fees:	73.50
Current Disbursements:	7.20
Total Current Invoice:	80.70
Total Balance Due:	\$80.70

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2010

Invoice No. 8453466

Account Number: 000141216-0002

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2009

RE: RETENTION OF BUTZEL LONG

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/01/09	FJC	Electronically file affidavit of service of Seidel supplemental declaration.	0.30
PROFESSIONAL SERVICES			73.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2010

Invoice No. 8453467

Account Number 000141216-0004

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2009

RE: CONFLICT ISSUES

Professional Services				
Timekeeper				Total

Shareholder				
Eric Fisher	0.70	hours at	\$525.00	\$367.50
Barry N. Seidel	1.20	hours at	\$725.00	\$870.00
Total For Shareholder	1.90			\$1,237.50

Disbursements	
Description	Total
Filing Fees	\$66.64
Total Disbursements	\$66.64

Current Fees:	1,237.50
Current Disbursements:	66.64
Total Current Invoice:	1,304.14
Total Balance Due:	\$1,304.14

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January 19, 2010

Invoice No. 8453467

Account Number: 000141216-0004

(Privileged and Confidential Information)

**PROFESSIONAL SERVICES posted through December 31, 2009
RE: CONFLICT ISSUES**

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/22/09	E.F.	Review and analyze objection concerning Nova Scotia Finance Noteholders.	0.50
12/22/09	BNS	Review Committee objection to note holders informal proof of claim motion re: Nova Scotia.	1.20
12/24/09	E.F.	Review docket filings concerning Nova Scotia notes.	0.20
PROFESSIONAL SERVICES			1,237.50

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2010

Invoice No. 8453468

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2009

RE: BUTZEL LONG FEE APPLICATIONS

Professional Services				
Timekeeper				Total
Shareholder				
Barry N. Seidel	0.20	hours at	\$725.00	\$145.00
Total For Shareholder	0.20			\$145.00
Associate				
Katie L. Cooperman	4.20	hours at	\$385.00	\$1,617.00
Total For Associate	4.20			\$1,617.00
Paralegal II				
Frederick Capria	1.20	hours at	\$245.00	\$294.00
Total For Paralegal II	1.20			\$294.00

Disbursements	
Description	Total
Copies	\$226.98
Express Delivery Charges	\$98.54
Total Disbursements	\$325.52

Current Fees:	2,056.00
Current Disbursements:	325.52
Total Current Invoice:	2,381.52
Total Balance Due:	\$2,381.52

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January 19, 2010

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PROFESSIONAL SERVICES posted through December 31, 2009

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/07/09	KLC	Revise November proformas and correspondences with Accounting regarding same.	0.80
12/08/09	KLC	Correspondences to and from Accounting re: November invoices.	0.20
12/09/09	KLC	Review November invoices (0.6); draft November monthly statement (1.2).	1.80
12/09/09	FJC	E-mails with K. Cooperman re billing rate (.1); research re total hours billed and e-mail to Cooperman re same (.2).	0.30
12/23/09	KLC	Complete November fee statement (0.8); correspondences to Capria re: same (0.1); correspondence to Seidel and Fisher re: same (0.1).	1.00
12/23/09	FJC	Review monthly statement and check fees and disbursements totals.	0.90
12/24/09	BNS	Review November Butzel Long fee statement.	0.20
12/24/09	KLC	Telephone calls to Seidel re: November monthly statement and transmit same.	0.40

PROFESSIONAL SERVICES

2,056.00

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January 19, 2010

Invoice No. 8453469

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through December 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total
Shareholder				
Samuel M. Ofsevit	0.20	hours at	\$475.00	\$95.00
Ross Ellick	22.80	hours at	\$525.00	\$11,970.00
Eric Fisher	25.90	hours at	\$525.00	\$13,597.50
Robert Sidorsky	0.60	hours at	\$625.00	\$375.00
Barry N. Seidel	5.00	hours at	\$725.00	\$3,625.00
Total For Shareholder	54.50			\$29,662.50
Associate				
Katie L. Cooperman	82.80	hours at	\$385.00	\$31,878.00
Orlee Goldfeld	0.20	hours at	\$395.00	\$79.00
Total For Associate	83.00			\$31,957.00
Paralegal				
Kimberly A. Schoening	15.20	hours at	\$135.00	\$2,052.00
Total For Paralegal	15.20			\$2,052.00
Paralegal III				
Michelle Ann Pleban	4.00	hours at	\$165.00	\$660.00
Total For Paralegal III	4.00			\$660.00
Paralegal II				
Frederick Capria	9.70	hours at	\$245.00	\$2,376.50
Total For Paralegal II	9.70			\$2,376.50
Paralegal III				
Vanessa Lozzi	2.00	hours at	\$175.00	\$350.00
Total For Paralegal III	2.00			\$350.00

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RE: JP MORGAN AVOIDANCE COMPLAINT

Disbursements	
Description	Total
Copies	\$493.74
Computer Research	\$126.15
Secretarial Services	\$28.08
Express Delivery Charges	\$26.80
Document Copy Charges	\$3,388.41
Filing Fees	\$27.68
Service Fees	\$620.66
Professional Service-Other Counsel	\$1,048.15
Special Binders	\$1,422.34
Travel Expenses	\$69.20
Total Disbursements	\$7,251.21

Current Fees:	67,058.00
Current Disbursements:	7,251.21
Total Current Invoice:	74,309.21
Total Balance Due:	\$74,309.21

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/01/09	E.F.	Conference with Cooperman regarding document review.	0.10
12/01/09	KLC	Review Mayer Brown document production (2.0); conference with Fisher regarding same (.10).	2.10
12/02/09	RJE	E-mail correspondence regarding Mayer Brown responses to Subpoena (.3).	0.30
12/02/09	E.F.	Review responses and objections and discovery from JPM (.9); teleconference with Cooperman regarding Mayer Brown documents (.2).	1.10
12/02/09	KLC	Review Mayer Brown document production (4.7); teleconference with Fisher re: same (0.2).	4.90
12/03/09	RJE	Meeting with E. Fisher, B. Seidel and K. Cooperman regarding Mayer Brown production (1.5); review responses to interrogatories and review of responses (1.0).	2.50
12/03/09	SO	Review of hot documents (.1); conference with Katie Cooperman re same (.1).	0.20
12/03/09	E.F.	Meet with Seidel, Ellick and Cooperman regarding Mayer Brown documents and case strategy (1.5); legal research regarding privilege issues related to Mayer Brown discovery (.9); review discovery responses provided by JPM (.7).	3.10
12/03/09	BNS	Conference with E. Fisher, K. Cooperman and R. Ellick to discuss Mayer Brown document	1.50

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		production and strategy (2:30-4).	
12/03/09	KLC	Review Mayer Brown Document production (3.6); office conference with Seidel, Fisher and Ellick re: same (1.5); conference with Ofsevit re: hot documents (.10).	5.20
12/04/09	RJE	Office conferences with K. Cooperman regarding written chronology of Mayer Brown documents (.3); review of draft chronology (.6); e-mail correspondence with E. Fisher regarding attorney-client privilege issues and to do list (.3).	1.20
12/04/09	KLC	Draft memo regarding findings from Mayer Brown document production (3.7); office conferences with Ellick re: same (.30); correspondence from Fisher regarding privilege (.30).	4.30
12/04/09	FJC	Correspondence to K. Cooperman re status of case.	0.20
12/06/09	KLC	Review key documents in Mayer Brown production (0.5); revise memo to the Committee re: same (0.4).	0.90
12/07/09	RJE	Review of legal research regarding effect of filing of erroneous termination statement (1.0); telephone conference with Mayer Brown regarding document production and obtaining electronically (.5); correspondence to Vanessa Lozzi regarding conversion of document production into TIFF format (.3); review of memo to committee regarding Mayer Brown document	2.60

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ATTORNEYS AND COUNSELORS

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

January 19, 2010

Invoice No. 8453469

Account Number 000141216-0006

(Privileged and Confidential Information)
PROFESSIONAL SERVICES posted through December 31, 2009
RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		production (.8).	
12/07/09	RS	Correspondence to E. Fisher regarding privilege issues.	0.20
12/07/09	BNS	Review and consider K. Cooperman memo regarding document production.	0.60
12/07/09	KLC	Revise memorandum to Committee re: Mayer Brown production (1.1); review scheduling order re: electronic discovery (0.2); review second part of Mayer Brown production (3.6).	4.90
12/08/09	RJE	Office conference with Katie Cooperman and Eric Fisher regarding JPM document production (.3); telephone conference with Mayer Brown regarding obtaining their production electronically (.5); e-mail Eric Fisher regarding same (.2).	1.00
12/08/09	RS	Office conference with O. Goldfeld regarding research on privilege issues.	0.20
12/08/09	E.F.	Meet with Cooperman and Ellick regarding Mayer Brown and JPM documents (.3); research regarding privilege issues concerning Mayer Brown documents (.3).	0.60
12/08/09	BNS	Review draft memo to UCC regarding Mayer Brown documents.	0.40
12/08/09	OG	Conference with Rob Sidorsky concerning privilege issues research.	0.20
12/08/09	KLC	Review part 2 of Mayer Brown document	2.60

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		production (2.3); office conference with Fisher and Ellick re: same (0.3).	
12/09/09	E.F.	Review and revise memorandum to Committee regarding litigation update.	1.20
12/09/09	KLC	Correspondence to E. Fisher regarding Mayer Brown subpoena (0.2); revise memo to Committee re: Mayer Brown production (1.9); review Committee document production (1.2); telephone call with Lozzi re: online repository (0.3).	3.60
12/09/09	VL	Phone conference with Ms. Cooperman regarding online repository (0.3); phone calls to vendors regarding project description and quote (0.7).	1.00
12/10/09	RJE	Review of e-mail relating to memo to committee (.4).	0.40
12/10/09	RS	Review status memo from E. Fisher.	0.20
12/10/09	E.F.	Analyze documents concerning termination statement and compose memorandum concerning same.	2.20
12/10/09	KLC	Correspondences to Fisher re: Mayer Brown production memo (0.2); correspondences with Lozzi re: electronic discovery (0.2); review Committee documents and determine responsiveness regarding production (2.4).	2.80
12/10/09	VL	Phone conference with vendor regarding quote and set up demos of online repositories (0.8);	1.00

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RE: JP MORGAN AVOIDANCE COMPLAINT

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		communications with Ms. Cooperman regarding same (0.2).	
12/11/09	KLC	Consider electronic discovery vendors.	0.80
12/14/09	RJE	E-mail correspondence regarding scheduling of depositions (.2); e-mail correspondence regarding Mayer Brown production and objections (.2); review of subpoena to Mayer Brown and responses in contemplation of letter to Mayer Brown (1.2).	1.60
12/14/09	E.F.	Meet with Cooperman regarding document productions (.4); meet with Capria regarding same (.2); prepare subpoena to Simpson Thatcher (1.4); draft cover letter regarding same (.3); review case management order and prepare discovery plan (.3).	2.60
12/14/09	KLC	Research regarding conflicts of interest and corporate affiliates (4.8); office conference with Fisher re: document production (0.4).	5.20
12/14/09	FJC	Meeting with E. Fisher re document production (.2); prepare production set for copying (.3); begin redactions on working set (1.1).	1.60
12/15/09	RJE	E-mail correspondence with Eric Fisher regarding status of discovery from Mayer Brown (.2); review of subpoena and responses from Mayer Brown (1.0); e-mail correspondence regarding scheduling of depositions (.2); e-mail correspondence regarding call with Committee (.3).	1.70

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PROFESSIONAL SERVICES posted through December 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/15/09	E.F.	Review DIP order and indemnification provisions (.3); e-mails concerning Committee update and call (.2).	0.50
12/15/09	BNS	Telephone conference with M. Williams regarding KD&W and ethical wall (.2); follow up to E. Fisher and M. Williams (.3); telephone conference with J. Smolinsky regarding adversary proceeding and plan (.5).	1.00
12/15/09	KLC	Research NY ethics issues (1.4); review JPMorgan document production (1.5); review Committee production (0.5); telephone call from Kramer Levin re: Committee call (0.1); correspondences with Fisher re: same (0.1).	3.60
12/15/09	FJC	Continue and complete redacting of documents to be produced (1.3); organize documents and prepare same for imaging and numbering (.4).	1.70
12/15/09	KS	Create Summation case for document productions and load JPMCB production disks for review.	3.30
12/16/09	RJE	Meeting with Katie Cooperman regarding Mayer Brown discovery responses (.8); preparation of letter to Mayer Brown regarding deficiencies with production (3.9).	4.70
12/16/09	E.F.	Review results of research regarding conflict issue (.3); review results of document review (.5).	0.80
12/16/09	KLC	Draft summary re: ethics research (1.7); review	4.90

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PROFESSIONAL SERVICES posted through December 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		Mayer Brown responses to document demands in light of production (0.4); office conference with Ellick re: same (0.8); review JPMorgan document production (1); review Mayer Brown document production (1).	
12/16/09	FJC	Review bates numbered documents and images of same (.7); attention to corrections and e-mail same to vendor for reprocessing (.1); e-mail to case team re status of production (.1); complete review of corrected images and hard copies of production (.7).	1.60
12/16/09	KS	Continue to load JPMCB production disks for further attorney review and analysis.	1.10
12/17/09	RJE	Preparation and revision of letter to Mayer Brown regarding production (3.0); e-mail correspondence with Katie Cooperman regarding JPM document production (.6); legal research regarding preparation of privilege logs in connection with subpoena (.9); review of modified letter to Mayer Brown regarding document production (.3).	4.80
12/17/09	E.F.	Review letter to Callagy (.2); revise letter to Mayer Brown (.5); e-mails with Cooperman and Ellick regarding discovery issues (.3); review documents to prepare for depositions (.5).	1.50
12/17/09	KLC	Gather Committee production and review same (2.5); draft letter and correspondence to Callagy (KDW) re: same (0.2); review JPMorgan	7.10

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		document production (4.1); review response to Mayer Brown production (0.3).	
12/17/09	KS	Load latest production into Summation for further review.	1.30
12/18/09	RJE	Finalization of letter to Mayer Brown regarding document production (.8); review of e-mail from Mayer Brown regarding letter (.2); telephone call Mayer Brown (.2); e-mail correspondence regarding deposition schedule (.2).	1.40
12/18/09	E.F.	Teleconference with Bomchill regarding Mayer Brown documents (.2); correspondence with JPM regarding discovery issues (.2); teleconference with Callagy regarding discovery schedule (.4); e-mails with Seidel, Ellick and Cooperman regarding discovery schedule (.2); review materials to prepare for depositions (.9).	1.90
12/18/09	BNS	Consider E. Fisher email regarding discovery schedule (.2); consider memo from K. Cooperman regarding ethics research (.4).	0.60
12/18/09	KLC	Review letter to Bomchill (MB) re: document production (0.4); review hot documents (6.5).	6.90
12/21/09	RJE	Review of e-mail correspondence regarding depositions (.4); correspondence to Eric Fisher regarding telephone call with Committee (.2).	0.60
12/21/09	E.F.	Legal research concerning conflict issue (.9); call with Panarella concerning discovery issues (.3);	3.40

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RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		call with Callagy concerning discovery issues and merits of the case (.3); prepare for conference call with Committee (.3); brief Committee on status of litigation and participate in conference call (.7); legal research concerning agency issues (.3); conference with Seidel concerning case status and discovery issues (.4); further discussion with Seidel re: same (.2).	
12/21/09	BNS	Conference with E. Fisher regarding case status and discovery issues.	0.40
12/21/09	BNS	Further discussion with E. Fisher regarding telephone conference with J. Callagy and deposition strategy.	0.20
12/21/09	KLC	Correspondence to M. Krolewski (KD&W) re: JPMorgan document production (0.3); correspondences to K. Schoening re: document productions (0.3); review Mayer Brown document production and prepare bate stamped hot documents (4); review JPMorgan document production and prepare same (3).	7.60
12/21/09	FJC	Review Cooperman binders containing potential exhibits(.4); download images of document production (.6); review images and compare with Cooperman binder (.4); download .pdf images of potential deposition exhibits (.2)	1.60
12/21/09	KS	Gather, review and prepare documents for upcoming depositions.	4.20

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PROFESSIONAL SERVICES posted through December 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/22/09	E.F.	E-mail correspondence concerning deposition schedule (.4); e-mail with Panarella regarding confidentiality order (.2); review critical documents to prepare for depositions (1.0); legal research concerning UCC authority issues (.6).	2.20
12/22/09	KLC	Review STB production (3); review MLB production (8); prepare binder with hot documents from same productions (1.5).	12.50
12/22/09	MAP	Review key documents flagged by Cooperman and identify bates labels in Summation database.	4.00
12/22/09	FJC	E-mails to K. Cooperman and K. Schoening re: document productions and downloading of same to Summation database (.3); download document images to hard drive and e-mail specifications of same to Schoening (.4); process images, print out hard copies of same and organize for use in upcoming depositions (2.3).	3.00
12/22/09	KS	Continue to gather, review and prepare documents for upcoming depositions as well as load new production of documents into Summation for review.	5.30
12/23/09	E.F.	Review hot document binder to prepare for depositions.	2.10
12/23/09	KLC	Correspondence from M. Krolewski (KD&W) re: JPMorgan documents (0.1); review same documents (1); review hot documents from all	2.70

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January 19, 2010

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PROFESSIONAL SERVICES posted through December 31, 2009

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		productions (1.6).	
12/24/09	E.F.	Prepare for STB deposition.	0.90
12/24/09	KLC	Correspondence to Fisher re: ethics research.	0.20
12/28/09	BNS	Telephone conference with A. Phillips (FTI) regarding collateral valuation regarding JPM term loan.	0.20
12/30/09	E.F.	E-mails concerning scheduling of depositions (.4); review letter to court regarding Narumanchi and e-mails to committee and counsel regarding same (.7); review letter from JPM regarding potential privilege issues (.4); e-mails to Seidel regarding same (.2).	1.70
12/30/09	BNS	Review E. Fisher email to Committee regarding response to Mr. Narumanchi.	0.10
PROFESSIONAL SERVICES			67,058.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 16, 2010

Invoice No. 8456525

Account Number 000141216-0001

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2010

RE: GENERAL ADVICE

Professional Services			
Timekeeper			Total

Shareholder			
Barry N. Seidel	0.80	hours at \$725.00	\$580.00
Total For Shareholder	0.80		\$580.00

Current Fees:	580.00
Current Disbursements:	0.00
Total Current Invoice:	580.00
Total Balance Due:	\$580.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 16, 2010

Invoice No. 8456525

Account Number: 000141216-0001

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2010
RE: GENERAL ADVICE

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/28/10	BNS	Consider plan term sheet as it relates to Butzel Long matters.	0.80

PROFESSIONAL SERVICES

580.00

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 16, 2010

Invoice No. 8456526

Account Number 000141216-0004

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2010

RE: CONFLICT ISSUES

Professional Services				Total
Timekeeper				

Shareholder

Eric Fisher 0.20 hours at \$525.00 \$105.00

Total For Shareholder 0.20 \$105.00

Current Fees:	105.00
Current Disbursements:	0.00
Total Current Invoice:	105.00
Total Balance Due:	\$105.00

Invoice is payable upon receipt

For your information, the firm stores closed files for seven years, after which they are generally destroyed.

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February 16, 2010

Invoice No. 8456526

Account Number 000141216-0004

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PROFESSIONAL SERVICES posted through January 31, 2010

RE: CONFLICT ISSUES

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/18/10	E.F.	E-mails concerning New GM issues.	0.20
PROFESSIONAL SERVICES			105.00

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February 16, 2010

Invoice No. 8456527

Account Number 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS

Professional Services				
Timekeeper				Total

Shareholder

Eric Fisher	0.30	hours at	\$525.00	\$157.50
Barry N. Seidel	0.50	hours at	\$725.00	\$362.50
Total For Shareholder	0.80			\$520.00

Associate

Katie L. Cooperman	10.40	hours at	\$395.00	\$4,108.00
Total For Associate	10.40			\$4,108.00

Paralegal II

Frederick Capria	4.00	hours at	\$245.00	\$980.00
Total For Paralegal II	4.00			\$980.00

Disbursements	
Description	Total
Copies	\$22.32
Express Delivery Charges	\$50.18
Total Disbursements	\$72.50

Current Fees:	5,608.00
Current Disbursements:	72.50
Total Current Invoice:	5,680.50
Total Balance Due:	\$5,680.50

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February 16, 2010

Invoice No. 8456527

Account Number: 000141216-0005

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/04/10	KLC	Correspondence to Nadkarni (DOJ) re: August fee statement.	0.10
01/12/10	E.F.	Conference with Cooperman regarding fee examiner issues.	0.20
01/12/10	KLC	Conference with Fisher re: fee examiner (0.2); review Order re: same (0.2); draft proposed February budget (0.9); revise December proformas (0.6).	1.90
01/13/10	E.F.	Review letter to fee examiner.	0.10
01/13/10	BNS	Attention to letter to examiner regarding February budget.	0.20
01/13/10	KLC	Revise December proformas (1); correspondence to accounting re: same (0.1); revise February budget (1); correspondence to B. Williamson (fee examiner) re: same (0.2).	2.30
01/19/10	KLC	Correspondences with accounting re: December invoices.	0.20
01/21/10	KLC	Correspondences with accounting re: December invoices.	0.20
01/22/10	KLC	Prepare outline for second fee application process.	0.50
01/23/10	KLC	Draft December monthly statement summary, enclosure and cover letter.	1.60
01/25/10	KLC	Correspondences to and from accounting re: invoice revisions (0.1); revise December monthly	2.00

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PROFESSIONAL SERVICES posted through January 31, 2010

RE: BUTZEL LONG FEE APPLICATIONS

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		statement, cover letter and enclosure (1.4); office conference with Capria re: ASCII format for second fee application (0.5).	
01/25/10	FJC	Begin review of invoices in preparation for submission of monthly statement and fee application (.8); review previous submissions of ASCII files in preparation for meeting with K. Cooperman (.7); office conference with Cooperman re upcoming ASCII submissions for fee application (.5).	2.00
01/26/10	BNS	Review monthly statements and sign letter.	0.30
01/26/10	KLC	Correspondences to Fisher and Seidel re: December invoices (0.3); revise December fee statement and summary (1); correspondences to and from accounting re: December invoices (0.3).	1.60
01/26/10	FJC	Review invoices and draft monthly statement, checking figures and totals (1.9); e-mails with K. Cooperman re same (.1).	2.00

PROFESSIONAL SERVICES

5,608.00

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UNSECURED CREDITORS COMMITTEE OF
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February 16, 2010

Invoice No. 8456528

Account Number 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

Professional Services				
Timekeeper				Total
Shareholder				
E. Dale Wilson	1.60	hours at	\$335.00	\$536.00
Ross Ellick	2.10	hours at	\$495.00	\$1,039.50
Eric Fisher	75.30	hours at	\$525.00	\$39,532.50
Barry N. Seidel	15.40	hours at	\$725.00	\$11,165.00
Total For Shareholder	94.40			\$52,273.00
Associate				
Katie L. Cooperman	98.60	hours at	\$395.00	\$38,947.00
Total For Associate	98.60			\$38,947.00
Paralegal				
Kimberly A. Schoening	2.10	hours at	\$140.00	\$294.00
Total For Paralegal	2.10			\$294.00
Paralegal II				
Alexis L. Richards	0.40	hours at	\$150.00	\$60.00
Frederick Capria	28.10	hours at	\$245.00	\$6,884.50
Total For Paralegal II	28.50			\$6,944.50
Paralegal III				
Tonia Borg Renko	1.20	hours at	\$165.00	\$198.00
Total For Paralegal III	1.20			\$198.00

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Invoice No. 8456528

Account Number 000141216-0006

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PROFESSIONAL SERVICES posted through January 31, 2010
RE: JP MORGAN AVOIDANCE COMPLAINT

Disbursements	
Description	Total
Copies	\$926.82
Computer Research	\$2,571.77
Total Disbursements	\$3,498.59

Current Fees:	98,656.50
Current Disbursements:	3,498.59
Total Current Invoice:	102,155.09
Total Balance Due:	\$102,155.09

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UNSECURED CREDITORS COMMITTEE OF
GENERAL MOTORS CORPORATION

February 16, 2010

Invoice No. 8456528

Account Number: 000141216-0006

(Privileged and Confidential Information)

PROFESSIONAL SERVICES posted through January 31, 2010

RE: JP MORGAN AVOIDANCE COMPLAINT

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
12/22/09	TR	Search for documents in litigation database.	1.20
01/04/10	RJE	Telephone conference with F. Bomchill regarding deficiencies in Mayer Brown's document production (.1); e-mail Eric Fisher regarding same (.1).	0.20
01/04/10	E.F.	Review documents to prepare for depositions (1.5); e-mails with Callagy regarding depositions (.3); e-mails with Bomchill regarding depositions (.2); e-mails with STB regarding depositions (.2).	2.20
01/04/10	K_S	Load most recent production into Summation for review and analysis.	1.20
01/05/10	RJE	Office conference with Eric Fisher and Katie Cooperman in preparation for conference call with counsel for Mayer Brown (.8); conference call with counsel for Mayer Brown, Eric Fisher and Katie Cooperman (.5).	1.30
01/05/10	E.F.	Prepare for depositions (.7); correspondence with Callagy regarding schedule and discovery issues (.3); prepare for call with Bomchill regarding discovery disputes (.3); call with Bomchill regarding discovery issues (.5); conference with Cooperman and Ellick regarding depositions, document issues and Morgan Lewis subpoena (.8).	2.60
01/05/10	KLC	Office conference with Fisher and Ellick re: strategy (0.8); telephone call with F. Bomchill (Mayer Brown) re: production (.5); prepare	2.10

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		summary of action items (0.2); review scheduling order (0.3); correspondence to Fisher re: same (0.1); correspondence from Fisher re: ethics (0.2).	
01/06/10	E.F.	Review and revise ML subpoena (.4); meet with Cooperman regarding same (.2); prepare for depositions of Mayer Brown witnesses (.9).	1.50
01/06/10	KLC	Draft Morgan Lewis subpoena (2.4); draft letter to F. Bornchill (Mayer Brown) re: telephone call (1); office conference with Fisher re: Morgan Lewis subpoena (0.2); revise Morgan Lewis subpoena (1).	4.60
01/06/10	FJC	E-mail to K. Cooperman re preparation of privilege log (.1); research re document productions (.1); review privileged documents (.3); meeting with Cooperman re privileged documents and privilege log (.2); download images of documents previously produced (.2).	0.90
01/07/10	E.F.	Draft response to Krolewski (.2); revise letter to Bornchill regarding discovery issues (.4); revise Morgan Lewis subpoena (.4); conference with B. Seidel (.5); prepare for Mayer Brown depositions (.9).	2.40
01/07/10	BNS	Attend (by telephone) meeting with debtor for relevance to timing of plan and impact on lawsuit (1.1); review E. Fisher draft letter to F. Bornchill (.1).	1.20
01/07/10	BNS	Conference with E. Fisher.	0.50

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01/07/10	KLC	Review revised letter to F. Bomchill (0.1); revise schedule to Morgan Lewis subpoena (0.3); correspondence to Fisher re: same (0.3); draft letter to Toder re: service (0.2); draft letter to Simpson Thacher (1.3).	2.20
01/07/10	FJC	Redact privileged material from document in preparation for production (.3); review previous document productions with attention on redacted items (.2); prep hard copies of privileged documents for imaging and reproduction (.2); compose instructions for imaging and e-mail same to vendor (.3).	1.00
01/08/10	E.F.	Prepare for Gonshorek, Green, Gordon and Perlowski depositions.	2.90
01/08/10	BNS	Review draft email to Committee updating litigation drafted by E. Fisher.	0.40
01/08/10	KLC	Correspondences with Fisher re: Committee update (0.3); review documents re: same update (0.9); correspondence to M. Krolewski (KD&W) re: production issues (0.3); telephone call to M. Krolewski re: same (0.4); correspondences with Fisher re: letter to M. Merjian (Simpson Thacher) (0.3); research re: privilege (1.3).	3.50
01/08/10	FJC	Intake document images and hard copy from vendor (.1); begin drafting of privilege log (2.4).	2.50
01/10/10	E.F.	Review documents to select exhibits for	2.60

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		upcoming Mayer Brown depositions.	
01/11/10	RJE	Review of e-mail correspondence with counsel for defendant regarding discovery.	0.20
01/11/10	E.F.	Conference with Cooperman regarding Mayer Brown depositions and privilege research (.4); prepare outlines and exhibits for Mayer Brown depositions (2.1); conference with Seidel re: same (.5); analyze document production and supplemental Mayer Brown documents (.6).	3.60
01/11/10	BNS	Conference with E. Fisher regarding Mayer Brown document production.	0.50
01/11/10	KLC	Research attorney client privilege (6.2); office conference with Fisher re: Mayer brown subsequent production (0.4); agency research (0.6).	7.20
01/12/10	RJE	Review of e-mail correspondence regarding outstanding discovery.	0.20
01/12/10	EDW	Conference with Eric Fisher, Barry Seidel and Katie Cooperman regarding UCC and Fixture Financing Statement termination issues (.3); receipt and review of correspondence (.3).	0.60
01/12/10	E.F.	Conference with FTI about collateral valuation issue (.5); analyze documents concerning collateral valuation (.2); conference with Seidel and Cooperman concerning collateral valuation (1.0); conference with Dale Wilson regarding same (.3); e-mails with Krolewski concerning	2.80

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<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
		privilege issues (.3); revise subpoena letter to STB (.3); e-mails with Capria regarding privilege log (.2).	
01/12/10	BNS	Call with FTI regarding collateral valuation (.5); review and consider documents regarding term loan (.8); office conference with E. Fisher and K. Cooperman regarding same (1.0); conference call with D. Wilson (.3).	2.60
01/12/10	KLC	Review FTI correspondence re: collateral valuation (0.8); telephone call with FTI re: same (0.5); office conference with Seidel and Fisher re: same (1.0); conference with D. Wilson re: fixture filings (.3).	2.60
01/12/10	FJC	Prep documents for scanning (.3); e-mail to vendor with instructions re same (.1).	0.40
01/13/10	E.F.	Review proposed case scheduling order (.3); revise Morgan Lewis subpoena and requests (.3).	0.60
01/13/10	KLC	Draft memo re: collateral valuation (0.6); review supplemental production of KD&W (0.3).	0.90
01/13/10	FJC	Prepare hard copies of documents re: third party document production for additional scanning (.2); download image of document production in .pdf format (.1).	0.30
01/14/10	E.F.	E-mail re: correspondence concerning amendment of scheduling order (.3); e-mail correspondence concerning STB deposition (.2); prepare for upcoming depositions (.4).	0.90

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01/14/10	BNS	Consider issues regarding collateral valuation and review related documents.	2.40
01/14/10	KLC	Correspondence to M. Krolewski (KD&W) re: supplemental Mayer Brown documents (0.2); review same documents (0.3); agency research (2.9); attorney client privilege research (0.4).	3.80
01/15/10	RJE	Review of letter to Simpson Thatcher regarding discovery.	0.20
01/15/10	E.F.	Correspondence with STB (.1); correspondence with Krolewski regarding document production (.1).	0.20
01/15/10	BNS	Review K. Cooperman memo regarding collateral valuation issue.	0.80
01/15/10	KLC	Research attorney client privilege (1.9); draft memo re: same (0.4); draft and revise collateral valuation memo (3.5); correspondences to Seidel and Fisher re: same (0.2); collateral valuation research (1).	7.00
01/18/10	E.F.	Review exhibits and prepare outline for upcoming depositions.	4.60
01/19/10	E.F.	Review letter to Judge Gerber (.2); review supplemental production from JPM (.5); analyze privilege log (.4); review results of research regarding UCC-3 (.9); prepare for Mayer Brown depositions (2.3); meet with Cooperman and Capria regarding deposition preparation (.3); meet with Cooperman regarding privilege	4.90

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		research (.3).	
01/19/10	BNS	Continued thought and attention to collateral valuation issues (.8); review memos in file (.9).	1.70
01/19/10	BNS	Review K. Cooperman memo regarding collateral valuation.	1.40
01/19/10	KLC	Collateral valuation research (1.3); draft and revise collateral valuation memorandum (3); office conference with Capria and Fisher re: deposition binders (0.3); prepare same binders (0.7); attorney client privilege research (1); office conference with Fisher re: privilege research (0.3); review Committee privilege log (1).	7.00
01/19/10	FJC	Meeting with K. Cooperman and E. Fisher re preparation of documents to be used as exhibits in upcoming depositions (.3); select specific documents for copying and prep same (1.2); compose and forward specific instructions re copying to vendor (.3); telephone call with vendor re copying assignment (.1).	1.90
01/20/10	E.F.	Revise letter to Morgan Lewis (.3); revise and finalize subpoena to Morgan Lewis (.3).	0.60
01/20/10	BNS	Review of issues raised in collateral valuation memo.	0.30
01/20/10	KLC	Revise collateral valuation memorandum (0.6); review Committee privilege log (0.5); review Morgan Lewis privilege log (2.5); attorney client privilege research (0.4).	4.00

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01/20/10	A_R	Review of CD received from Mayer Brown and coordinate with vendor re: same.	0.40
01/20/10	FJC	Intake documents reproduced by vendor (.1); continue formulating draft privilege log of documents produced (1.7); forward draft log to K. Cooperman (.1); begin organization of exhibits to be used in upcoming depositions (1.7).	3.60
01/21/10	EDW	Review fixture filing issues.	0.60
01/21/10	E.F.	Correspondence with STB (.2); review and analyze JPM's affirmative defenses (.4); correspondence with Callagy (.2); analyze collateral memorandum (.3); prepare for depositions (.5).	1.60
01/21/10	BNS	Consider K. Cooperman email regarding fixture filings.	0.20
01/21/10	KLC	Review documents from Morgan Lewis re: lien searches (1); review county fixture filings re: liens (3); revise Committee privilege log (1.9); revise collateral valuation memorandum (0.7); correspondence to Fisher re: JPMorgan answer (0.1); review correspondence from Simpson re: document production (0.1).	6.80
01/21/10	FJC	Prepare additional documents to be used as exhibits for reproduction in connection with upcoming deposition (1.9); begin assembling attorneys' working binders of potential exhibits (.9); organize copy sets of documents into folders	3.80

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		for use as exhibits in upcoming depositions (1).	
01/22/10	EDW	Receipt and review of correspondence regarding fixture financing issues.	0.40
01/22/10	E.F.	Review collateral memorandum drafted by Cooperman (.3); conference with Cooperman concerning same (.2); teleconference with FTI concerning valuation of collateral (1).	1.50
01/22/10	BNS	Prepare for 2:00p call with FTI regarding process of obtaining collateral valuation (.3); participate on 2:00p conference call (1.0).	1.30
01/22/10	KLC	Review fixture filings re: term loan collateral valuation (4.9); review Mayer Brown deposition binders and coordinate for shipment (0.5); review FTI document requests (0.3); office conference with Fisher (0.2); telephone call with FTI (1); review Simpson and JPMorgan privilege logs (0.1).	7.00
01/22/10	FJC	Correspondences from K. Cooperman re various assignments (.8); E-mails with E. Fisher re additional preparation for upcoming depositions (.2); revisions to documents to be used in upcoming depositions (.2); intake of additional hard copies of documents to be used in upcoming depositions (.1); additional preparation of documents to be used as exhibits in upcoming deposition (2.6); update K. Cooperman binder re same (.4).	4.30
01/23/10	E.F.	Prepare outline and exhibits for Mayer Brown	0.90

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		depositions.	
01/24/10	E.F.	Draft outline for Mayer Brown deposition.	0.50
01/24/10	KLC	Research waiver of attorney client privilege.	0.60
01/25/10	E.F.	Review e-mails from Bomchill and Krolewski regarding discovery issues (.2); analyze cases regarding inadvertent termination statements (.6); analyze exhibits and prepare outline for depositions (.9); conference with Cooperman regarding Mayer Brown depositions (.3).	2.00
01/25/10	KLC	Prepare documents for Mayer Brown depositions (4.5); work product doctrine research (2.2); conference with Fisher re: depositions (.3).	7.00
01/25/10	FJC	Continue preparation of hard copy documents for use in upcoming depositions and forward same to K. Cooperman (.7); revise privilege log (1.2); intake of additional hard copies of documents to be used in upcoming depositions (.2).	2.10
01/25/10	K_S	Load new production of documents into Summation for review.	0.90
01/26/10	E.F.	Conference with Cooperman concerning Mayer Brown depositions (2.2); analyze exhibits and prepare outline for Perlowski and Green depositions (4.4); one-half of non-working travel time for depositions (1.0).	7.60
01/26/10	KLC	Confer with Fisher concerning Mayer Brown depositions (2.2); research work product	5.90

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		privilege, attorney client privilege and waiver thereof (2.7); one-half of non-working travel time for Mayer Brown depositions (1.0).	
01/27/10	E.F.	Analyze documents and outline questions for Perlowski and Green depositions (3.1); confer with Cooperman in advance of deposition to prepare outlines and exhibits for Perlowski and Green depositions (.9); conduct depositions of Perlowski and Green (6.6); conference with Cooperman to prepare and revise outlines and exhibits for Gonshorek and Gordon depositions (.9); conference with Seidel and Cooperman concerning preparation for depositions (.3).	11.80
01/27/10	BNS	Review FTI redrafted document request (.2); telephone conference with E. Fisher and K. Cooperman regarding depositions in Chicago (.3).	0.50
01/27/10	KLC	Confer with Fisher in advance of Green and Perlowski depositions re: outlines and exhibits (.9); attend depositions of Perlowski and Green (6.6); confer with Fisher re: outlines and exhibits for Gonshorek and Gordon depositions (.9); confer with Seidel and Fisher concerning preparation for depositions (.3); coordinate marked exhibits for Gonshorek and Gordon (0.7).	9.40
01/28/10	E.F.	Conference with Cooperman about Gordon and Gonshorek depositions (.5); conduct depositions of Gonshorek and Gordon (7.2); conference with Cooperman about summary	12.90

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		judgment motion and deposition preparation (1.0); one-half travel time returning from depositions in Chicago (2.8); Revise outlines and analyze exhibits for Gordon and Gonshorek depositions(1.4).	
01/28/10	BNS	Request for documents via email to J. Smolinsky (.3); review revised FTI document requests (.3).	0.60
01/28/10	KLC	Compare draft hot documents for Gordon deposition (0.4); confer with Fisher re: Gordon and Gonshorek depositions (.5); attend depositions of Gonshorek and Gordon (7.2); confer with Fisher re: summary judgment motion and deposition preparation (1.0); one-half travel time returning from depositions in Chicago (2.8).	11.90
01/28/10	FJC	Continue and complete creation of additional binders for K. Cooperman and E. Fisher containing documents to be used in upcoming depositions (2.2); create folders of documents to be used in upcoming depositions (3.1).	5.30
01/29/10	E.F.	Review and revise information request to New GM concerning collateral valuation (.2); conference with Cooperman and Seidel concerning depositions and summary judgment strategy (1.0); prepare outline for STB deposition (.5).	1.70
01/29/10	BNS	Conference with E. Fisher and K. Cooperman regarding revelations at Mayer Brown depositions (10:30 - 11:30).	1.00

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01/29/10	KLC	Office conference with Fisher and Seidel re: Mayer Brown depositions (1.0); prepare documents and binders for STB deposition (3.3).	4.30
01/29/10	FJC	Continue revising privilege log (1.1); forward latest draft to K. Cooperman (.1); organize files and documents re document productions and deposition exhibits (.8).	2.00
01/31/10	E.F.	Analyze results of research concerning agency/UCC issues (2.1); prepare outline for STB deposition (.3).	2.40
01/31/10	KLC	Correspondence from KDW re: document production and review attached documents (0.2); correspondences to and from Fisher re: authority and review same cases (0.6).	0.80
PROFESSIONAL SERVICES			98,656.50

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PROFESSIONAL SERVICES posted through January 31, 2010

RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

Professional Services				
Timekeeper				Total
Eric Fisher	1.80	hours at	\$525.00	\$945.00
Barry N. Seidel	1.70	hours at	\$725.00	\$1,232.50
Total Professional Services				\$2,177.50

Current Fees:	2,177.50
Current Disbursements:	0.00
Total Current Invoice:	2,177.50
Total Balance Due:	\$2,177.50

Invoice is payable upon receipt

For your information, the firm stores closed files for seven years, after which they are generally destroyed.

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RE: GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY

<u>Date</u>	<u>Tkpr</u>	<u>Narrative Description</u>	<u>Hours</u>
01/20/10	E.F.	Review materials concerning representation of Committee in dispute with Nova Scotia bondholders.	0.20
01/21/10	E.F.	Teleconference with Kramer Levin and FTI concerning potential claims against NS noteholders (.6); analyze documents provided by KL and FTI (1.0).	1.60
01/21/10	BNS	Telephone conference with A. Caton (Kramer Levin) and FTI with E. Fisher for background regarding dispute with GM Nova Scotia bondholders (.6); consider issues raised on conference call (.7).	1.30
01/28/10	BNS	Review and consider FTI presentation on background facts and circumstances.	0.40
PROFESSIONAL SERVICES			2,177.50

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